

JONES DAY
Robert W. Gaffey
Brad B. Erens (*pro hac vice pending*)
Benjamin Rosenblum
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

Special Counsel to Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**FINAL FEE APPLICATION OF JONES DAY,
SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS
IN POSSESSION, SEEKING ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM ENGAGEMENT DATES THROUGH MARCH 6, 2012**

Name of Applicant:	<u>Jones Day</u>
Authorized to Provide Professional Services to:	<u>Lehman Brothers Holdings Inc. and its affiliated debtors</u>
Date of Retention Order:	<u>February 25, 2009</u> <u>(effective <i>nunc pro tunc</i> to the</u> <u>Engagement Dates, as defined in the</u> <u>Retention Application (as such term is</u> <u>defined below))</u> ¹
Period for Which Compensation and Reimbursement are Sought	<u>Engagement Dates through</u> <u>March 6, 2012</u>
This is an/a: ____ Interim <u>X</u> Final Application.	

¹ Jones Day's retention was subsequently expanded by various supplemental retention orders entered by the Court.

Name of Applicant: Jones Day

Amount of Professional Fees Sought as Actual,
Reasonable, and Necessary: \$67,447,088.57

Amount of Expense Reimbursement Sought as Actual,
Reasonable, and Necessary: \$1,884,333.43

Total Compensation & Expense Reimbursement Sought: \$69,331,422.00²

Aggregate Amount Paid to Date: \$65,229,509.90

Total Compensation and Expenses Previously Requested and Awarded:

Dated	Filed	Fee Application Period	Requested Fees	Requested Expenses	Approved Fees ³	Approved Expenses
04/09/09	04/09/09	<u>First Interim Period</u> 09/18/08 – 01/31/09	\$1,258,056.00	\$10,425.76	\$1,258,056.00	\$10,425.76
08/14/09	08/14/09	<u>Second Interim Period</u> 02/01/09 – 05/31/09	\$4,119,794.00	\$130,667.42	\$4,095,167.00	\$127,483.94
12/15/09	12/15/09	<u>Third Interim Period</u> 06/01/09 – 09/30/09	\$8,787,718.20	\$413,222.52	\$8,613,937.88	\$305,416.91
05/10/10	05/10/10	<u>Fourth Interim Period</u> 10/01/09 – 01/31/10	\$9,143,140.60	\$266,470.81	\$8,534,767.56	\$199,731.20
08/16/10	08/16/10	<u>Fifth Interim Period</u> 02/01/10 – 05/31/10	\$12,923,783.60	\$361,090.19	\$12,748,365.64	\$348,623.74
12/14/10	12/14/10	<u>Sixth Interim Period</u> 06/01/10 – 09/30/10	\$11,570,294.70	\$369,641.54	\$11,444,909.57	\$369,641.54
06/01/11	06/01/11	<u>Seventh Interim Period</u> 10/1/10 – 01/31/11	\$6,710,301.87 ⁴	\$255,545.32	\$6,529,511.98	\$255,174.66
08/15/11	08/15/11	<u>Eighth Interim Period</u> 02/01/11 – 05/31/11	\$6,209,821.90	\$107,229.25	Not yet determined.	Not yet determined.
12/16/11	12/16/11	<u>Ninth Interim Period</u> 06/01/11 – 09/30/11	\$3,354,568.80	\$44,562.92	Not yet determined.	Not yet determined.
05/23/11	05/23/11	<u>Tenth Interim Period</u> 10/01/11 – 3/06/2012	\$3,751,313.83	\$54,018.06	Not yet determined.	Not yet determined.

² The aggregate amount of fees and expenses previously sought by Jones Day in interim applications for services rendered and expenses incurred during the Fee Period is \$67,828,793.50 and \$2,012,873.79, respectively. As identified herein, Jones Day seeks an additional \$36,932.50 of fees and \$4,726.16 of expenses that were not previously requested in a prior interim fee application. As a result, however, of negotiations and, in some cases, stipulations with the Fee Committee concerning the First through Ninth Interim Periods, Jones Day seeks compensation for services rendered and expenses incurred during the Fee Period in the reduced aggregate amounts of \$67,447,088.57 and \$1,884,333.43, respectively.

³ The "Approved Fees" do not include certain of those fees ("Disputed Fees") in respect of which the Fee Committee (as defined below) has raised certain objections, which objections are disputed by Jones Day. Jones Day and the Fee Committee have agreed to defer presenting the Disputed Fees to this Court for ruling until a later date.

⁴ The Seventh Interim Application contained a reference to Requested Fees of \$6,729,469.37. The corrected amount sought in the Seventh Interim Application is \$6,710,301.87.

FEE PERIOD

ENGAGEMENT DATES THROUGH MARCH 6, 2012

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
<u>Partner</u>								
ADAM PLAINER	1991	-	-	\$1,175	-	-	11.80	\$13,865.00
ALEXANDER GENDZIER	1996	-	-	\$750.00	-	-	0.60	\$450.00
ALICE YURKE	1988	-	-	-	-	\$925.00	2.30	\$2,127.50
ANITA LEUNG	1989	-	\$700.00	-	-	-	15.30	\$10,710.00
ANNE KO	1991	\$650.00	\$700.00	-	-	-	7.80	\$5,170.00
AVIVA WARTER SISITSKY	1997	-	\$600.00	\$700.00	\$725.00	\$750.00	4,969.70	\$3,403,485.00
AVIVA YAKREN	1998	-	-	\$700.00	-	-	10.00	\$7,000.00
BARBARA MOK	1983	-	\$800.00	-	-	-	0.50	\$400.00
BARNABY STUECK	2001	-	\$850.00	\$1,075	-	-	20.40	\$21,210.00
BRAD ERENS	1991	-	\$725.00	-	-	-	58.30	\$42,267.50
BRETT BARRAGATE	1996	-	\$700.00	\$725.00	-	-	75.60	\$54,455.00
CANDACE RIDGWAY	1988	-	-	-	\$800.00	-	2.40	\$1,920.00
CARL BLACK	1998	-	\$575.00	\$650.00	\$675.00	\$700.00	940.30	\$604,685.00
CHRISTOPHER AHERN	1992	\$600.00	\$625.00	\$675.00	\$700.00	-	604.90	\$378,547.50
CHUNG-PING LIU	1996	\$400.00	\$425.00	\$450.00	\$500.00	\$525.00	482.40	\$214,780.00
COLLEEN LADUZINSKI	2001	-	-	-	\$700.00	-	1.60	\$1,120.00
CORINNE BALL	1979	-	\$900.00	\$950.00	-	-	753.70	\$715,255.00
DAVID CARDEN	1976	-	\$900.00	\$925.00	-	-	1,400.70	\$1,276,055.00
DAVID HEIMAN	1971	-	\$900.00	\$900.00	-	-	168.00	\$151,200.00
DAVID KATES	1995	-	-	\$625.00	\$650.00	\$675.00	80.80	\$52,657.50
DAVID LONGSTAFF	1985	-	\$750.00	\$750.00	-	-	3.50	\$2,625.00
DAVID	1986	-	\$800.00	-	-	-	16.50	\$13,200.00

⁵ As specifically disclosed and anticipated in Jones Day's Retention Application (as such term is defined below), the hourly rates of Jones Day's professionals and paraprofessionals were adjusted effective January 1 of each calendar year in accordance with Jones Day's established billing practices and procedures and reflect the ordinary course annual billing rate adjustments for the calendar year commencing on January 1.

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
NEUVILLE								
DICKSON CHIN	1999	-	\$625.00	-	-	-	13.30	\$8,312.50
EDWARD KENNEDY	1994	-	-	-	\$850.00	-	10.10	8585
EDWARD NALBANTIAN	1990	-	\$880.00	\$880.00	\$880.00	\$880.00	1,271.10	\$1,118,568.00
EDWARD O'CONNELL	1987	-	\$775.00	-	-	-	5.30	\$4,107.50
ELIZABETH EVANS	1990	-	-	\$825.00	\$850.00	\$875.00	67.10	\$56,937.50
ELIZABETH TERRITT	1998	-	\$800.00	\$840.00 / \$975.00	\$840.00	\$840.00	470.70	\$395,499.50
ERIC SEDLAK	1984	\$575.00	\$640.00	\$675.00	\$725.00	\$750.00	815.80	\$526,589.00
GLENN ARDEN	1986	-	\$775.00	\$775.00	\$800.00	\$850.00	683.70	\$532,145.00
GREGORY GORDON	1980	-	\$800.00	\$825.00	\$850.00	-	85.80	\$69,807.50
HEATHER LENNOX	1992	-	-	-	\$775.00	-	19.80	\$15,345.00
HERMAN YIP	1997	-	-	\$700.00	-	-	38.20	\$26,740.00
HIROKAZU INA	1996	-	-	-	\$600.00	-	4.30	\$2,580.00
IAIN SEOW	1993	-	-	\$700.00	\$700.00	-	127.40	\$89,180.00
JAYANT TAMBE	1992	-	\$775.00	\$775.00	\$800.00 / \$775.00	\$850.00 / \$775.00	3,435.30	\$2,683,957.50
JEFFREY MADDOX	1991	-	\$800.00	-	-	-	0.60	\$480.00
JEREMY COLE	1999	-	-	\$550.00	\$600.00	-	65.60	\$36,100.00
JOEL TELPNER	1984	-	\$825.00	\$825.00	\$825.00 / \$850.00 / \$875.00	\$900.00 / \$825.00	1,530.70	\$1,280,365.00
JOHN KANE	1991	-	\$700.00	\$725.00	\$775.00	-	96.30	\$70,685.00
JOHN ROEBUCK	1975	\$675.00	-	-	-	-	4.00	\$2,700.00
KAORU UMINO	1988	\$575.00	-	-	\$725.00	-	19.50	\$13,387.50
KATHERINE U	1991	-	\$700.00	\$700.00	-	-	3.50	\$2,450.00
KAY MORLEY	2002	-	-	-	\$925.00	\$975.00	5.40	\$5,215.00
LEE COFFEY	1994	-	-	\$1,075.00	-	-	1.20	\$1,290.00
LEE RUSSO	1980	-	-	\$700.00	\$725.00	-	44.70	\$31,302.50
LISA LAUKITIS	2000	-	\$685.00	\$725.00	\$750.00	-	277.40	\$193,207.00
LUIS RIESGO	1989	-	-	-	\$675.00	-	2.80	\$1,890.00
MARIANNE CHAO	1989	-	-	\$475.00	-	-	14.90	\$7,077.50
MARK CODY	1996	-	-	\$700.00	\$725.00	\$775.00	229.00	\$165,390.00
MARK SISITSKY	1971	-	\$800.00	\$800.00	\$825.00 / \$875.00	\$900.00	730.00	\$608,910.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
MARTHA BOERSCH	1986	-	\$725.00	-	-	-	0.40	\$290.00
MASATOMO SUZUKI	1979	-	\$670.00	-	-	\$750.00	2.30	\$1,661.00
MICHAEL BROWN	1993	-	-	\$1,075.00	\$925.00	-	183.40	\$172,345.00
MICHAEL RUTSTEIN	1989	-	-	\$1,125.00	-	-	0.50	\$562.50
NOBUTOSHI YAMANOUCI	1972	-	-	-	\$775.00	-	2.00	\$1,550.00
PAUL LEAKE	1989	-	-	-	\$925.00	-	9.00	\$8,325.00
PETER BENVENUTTI	1974	\$745.00	\$775.00	\$800.00	\$800.00	\$825.00	1,674.50	\$1,307,796.50
PHILIP HOSER	1982	-	\$600.00	\$675.00	\$675.00	\$700.00	300.10	\$197,745.00
RICHARD ENGMAN	1997	-	\$725.00	\$775.00	\$800.00	\$825.00	279.00	\$217,830.00
RICHARD KOSNIK	1983	-	-	\$775.00	-	-	1.60	\$1,240.00
RIKA SATO	1992	\$525.00	\$590.00	\$600.00	\$650.00	-	290.70	\$166,592.00
ROBERT GAFFEY	1983	-	\$800.00	\$825.00	\$850.00	-	4,143.10	\$3,398,057.50
ROBERT MICHELETTO	1988	-	\$800.00	\$800.00	\$825.00	-	317.4	\$25,4315.00
ROBERT THOMSON	1979	-	-	\$800.00	-	-	0.50	\$400.00
RONALD GROSS	1986	-	\$775.00	\$775.00	\$800.00	-	73.80	\$57,407.50
SABINE FELIX	1999	-	\$600.00	-	-	-	1.30	\$780.00
SEVAN OGULLUK	2000	-	\$575.00	\$650.00	\$675.00	\$750.00	1,248.90	\$797,587.50
SIMON POWELL	1989	\$700.00	\$800.00	\$850.00	-	-	1,068.80	\$856,125.00
SION RICHARDS	1996	-	\$880.00	\$880.00 / \$1125.00	-	-	53.70	\$54,973.50
STEPHEN PEARSON	1991	-	\$775.00	\$775.00	\$800.00	\$825.00	148.80	\$118,202.50
STEPHEN SOZIO	1983	-	\$675.00	-	-	-	1.00	\$675.00
STEVEN KOPPEL	1986	-	-	\$800.00	-	-	11.00	\$8,800.00
THOMAS HOWLEY	1995	-	-	\$650.00	-	-	164.70	\$107,055.00
TIM FLOOD	1998	-	\$880.00	\$1,050.00	\$880.00	-	3.90	\$3,466.00
TOBIAS KELLER	1990	-	\$750.00	-	-	-	0.50	\$375.00
TODD GEREMIA	1999	-	\$650.00	\$700.00	\$725.00	-	466.10	\$330,312.50
TOM SMITH	1972	-	-	\$850.00	-	-	0.30	\$255.00
TONI-ANN	1996	-	-	\$725.00	\$750.00	\$775.00	972.80	\$717,665.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
CITERA								
TONY WASSAF	1980	-	-	\$675.00	\$675.00	-	2.50	\$1,687.50
TORU YAMADA	1992	-	\$640.00	-	-	-	1.20	\$768.00
TRACY OLEY	1999	-	\$550.00	-	\$625.00	-	15.10	\$9,040.00
TRACY SCHAFER	2001	-	\$550.00	\$650.00	\$675.00	-	2,388.80	\$1,479,127.50
TRACY STRATFORD	1998	-	-	\$525.00	\$550.00	-	14.50	\$7,642.50
VANESSA SPIRO	1990	-	-	\$775.00	\$800.00	-	317.80	\$247,910.00
VICTOR GATTI	1994	-	-	-	\$750.00	-	0.30	\$225.00
VIRGINIA TAM	1998	-	\$650.00	\$650.00	-	-	5.10	\$3,315.00
VOLKER KAMMEL	1994	-	-	-	\$725.00	-	2.90	\$2,102.50
WARREN NACHLIS	1998	-	-	\$750.00	-	-	5.50	\$4,125.00
WEYINMI POPO	1999	-	\$500.00	\$575.00	-	-	47.50	\$24,762.50
WILLIAM BRYSON	1984	\$550.00	\$575.00	\$575.00	\$575.00	-	344.70	\$196,927.50
WILLIAM HINE	1996	-	\$675.00	\$700.00	\$725.00	\$750.00	3,578.80	\$2,496,862.50
YUICHIRO MORI	1993	\$525.00	\$590.00	\$600.00	\$650.00	\$675.00	135.70	\$77,116.00
Partner Total:							37,981.10	\$28,265,989.00
<u>Counsel</u>								
DEEPAK REDDY	2000	-	-	\$700.00	\$725.00	\$750.00	90.70	\$67,270.00
JOSEPH WITALEC	1994	-	-	\$575.00	-	-	31.00	\$17,825.00
LAURA SAWYER	1997	-	-	-	\$625.00	\$650.00	429.30	\$269,277.50
MARLA BERGMAN	1988	-	\$575.00	\$575.00	-	-	107.50	\$61,812.50
PETER CROSBY IV	1984	\$565.00	\$565.00	\$575.00	-	-	1,579.20	\$895,682.00
SCOTT FRIEDMAN	1998	-	\$600.00	\$625.00	-	-	115.20	\$71,992.50
Counsel Total:							2,352.90	\$1,383,859.50
<u>Of Counsel</u>								
AMY KHO	1997	-	\$736.00	\$840.00	\$840.00	\$840.00	1,198.00	\$973,456.00
ANDREW CHEN	1996	-	\$800.00	-	-	-	0.50	\$400.00
BRETT BERLIN	1996	-	-	\$575.00	-	-	0.70	\$402.50

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
CHRISTINE KIM	1989	-	\$850.00	\$925.00	\$925.00	\$925.00	2,444.10	\$2,200,147.50
DAVID MAHLE	1969	-	\$775.00	-	-	-	9.00	\$6,975.00
ELEANOR LAM	1994	\$525.00	\$550.00	\$550.00	-	-	180.90	\$99,152.50
ELIZABETH SAXTON	1994	-	\$800.00	-	-	-	15.10	\$12,080.00
FAY NG	1997	-	\$600.00	\$600.00	-	-	400.20	\$240,120.00
JANE RUE WITTSTEIN	1985	-	\$725.00	\$750.00	\$800.00	\$800.00	241.80	\$187,505.00
LAURENT ASSAYA	1995	-	-	-	\$700.00	-	1.90	\$1,330.00
LINTON BLOOMBERG	1997	-	\$736.00 / \$975.00	\$975.00	-	-	51.50	\$50,045.20
LOUIS LIU	2000	\$340.00	\$375.00	-	\$450.00	\$475.00	144.30	\$59,206.00
MASATAMI OTSUKA	1961	-	\$730.00	-	-	-	4.50	\$3,285.00
MICHIRU TAKAHASHI	1989	-	\$580.00	-	-	-	22.30	\$12,934.00
MYRON LAUB	1992	-	\$625.00	-	-	-	4.10	\$2,562.50
NICHOLAS HOW	1999	-	\$736.00	-	-	-	13.50	\$9,936.00
ROBERT HAMILTON	1984	-	\$700.00	\$700.00	-	-	116.20	\$81,340.00
ROBERT SHANSKY	1972	-	-	\$725.00	-	-	0.20	\$145.00
STEVEN FLEMING	1994	-	\$550.00	\$550.00	\$575.00	-	850.70	\$467,925.00
Of Counsel Total:							5,699.50	\$4,408,947.20
Associate								
ABHISHEK BAPNA	2009	-	-	\$325.00	-	-	303.50	\$98,637.50
ADAM BLOOM	2008	-	\$315.00	\$350.00	-	-	568.40	\$190,613.50
ALEKSANDRA JUREWICZ	2007	-	\$250.00	-	-	-	8.60	\$2,150.00
ALEX MIDDLETON	2009	-	-	\$275.00	-	-	6.60	\$1,815.00
ALEXANDER MCBRIDE	2009	-	\$350.00	\$375.00	\$425.00 / \$475.00	\$500.00	1,533.10	\$603,885.00
ALEXANDER VAN VOORHEES	2007	-	\$375.00	\$400.00	\$450.00 / \$ 500.00	\$550.00	356.40	\$151,900.00
AMIT MISHRA	2005	-	\$250.00	-	-	-	29.00	\$7,250.00
ANITA CHIU	2002	-	\$400.00	-	-	-	21.90	\$8,760.00
ANNA CUTFIELD	2008	-	\$392.00	\$480.00	-	-	126.80	\$50,348.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
ARNOLDO CONCEPCION	2003	-	-	-	\$450.00	-	5.10	\$2,295.00
ARTHUR MARGULIES	2004	-	\$475.00	\$500.00	-	-	744.90	\$355,092.50
BART GREEN	2009	-	\$315.00	\$350.00	\$375.00 / \$450.00	-	2,951.20	\$1,003,695.00
BENJAMIN GROSSMAN	2006	-	-	\$400.00	-	-	55.80	\$22,320.00
BENJAMIN ROSENBLUM	2005	-	\$450.00	\$550.00	\$625.00	\$675.00	2,859.70	\$1,571,092.50
BO HU	2006	-	-	-	-	\$450.00	4.90	\$2,205.00
BRANDON MORRIS	2009	-	-	\$325.00	-	-	110.90	\$36,042.50
BRENDAN FYFE	2007	-	-	\$375.00	-	-	4.50	\$1,687.50
BRIANA HULET	2010	-	\$310.00	\$325.00	\$350.00	-	172.60	\$58,527.50
BRIDGET CRAWFORD	2009	-	\$315.00	\$350.00	\$400.00 / \$450.00	-	3,611.70	\$1,217,120.50
BRIGETTE BURNELL	2002	-	\$450.00	-	-	-	135.70	\$61,065.00
BRONSON BIGELOW	2004	-	-	\$500.00	-	-	159.30	\$79,650.00
CALLUM HASSALL	2010	-	-	-	\$225.00	-	1.20	\$270.00
CATHERINE BARON	2011	-	-	-	-	\$250.00	12.00	\$3,000.00
CHANTELLE EGAN	2008	-	\$325.00	-	-	-	132.30	\$42,900.00
CHIAHENG SEETOO	2007	\$175.00	\$200.00	\$225.00	\$250.00	-	114.70	\$23,487.50
CHRISTIE MOK	2007	-	\$325.00	-	-	-	3.20	\$1,040.00
CHRISTINE HOHL	2010	-	\$224.00	\$224.00 / \$225.00	\$224.00	\$224.00	324.20	\$72,624.80
CHRISTOPHER BARKER	2008	-	-	-	\$375.00	-	4.40	\$1,650.00
CLAIRE WELLS HANSON	2010	-	-	\$325.00	\$350.00 / \$425.00	-	212.40	\$69,557.50
CLAIRE WILLMOTT	2005	-	\$375.00	-	-	-	48.20	\$18,075.00
CONNIE CHEUNG	2003	-	\$450.00	-	-	-	7.50	\$3,375.00
DANIEL CULHANE	2010	-	-	\$325.00	\$425.00	-	427.20	\$146,660.00
DANIEL DOBRYGOWSKI	2007	-	\$350.00	-	-	-	73.20	\$25,620.00
DANIEL GUZMAN	2009	-	\$315.00	-	-	-	35.30	\$11,119.50
DANIEL PRIETO	2000	-	\$500.00	-	-	-	35.70	\$17,850.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
DANIEL SYPHARD	2005	-	-	\$375.00	\$425.00	-	12.90	\$4,877.50
DANIEL TRAVERS	2009	-	-	\$400.00	-	-	34.50	\$13,800.00
DANNY KAN	2009	-	\$275.00	\$275.00	-	-	731.70	\$201,217.50
DAVID BECK	2000	-	-	\$500.00	-	-	0.80	\$400.00
DAVID HALL	2003	-	\$475.00	-	-	-	70.00	\$33,250.00
DAVID JOHNSTON	2007	-	\$416.00	\$540.00	-	-	66.90	\$29,132.40
DAVID MARKS	2010	-	\$310.00	\$325.00	\$425.00	-	1,454.40	\$536,124.50
DAVID SHAFER	2008	-	\$275.00	\$375.00	\$425.00	-	39.00	\$14,465.00
DEBRA SIMPSON	2000	-	-	\$550.00	-	-	20.70	\$11,385.00
DENNIS CHI	2007	-	\$350.00	\$400.00	-	-	129.30	\$46,510.00
DEREK MORALES	2011	-	-	-	-	\$375.00	34.30	\$12,862.50
DEREK SUN	2006	-	-	\$275.00	-	-	16.90	\$4,647.50
DEVRAJ ASHOK	2000	-	\$300.00	-	-	-	7.10	\$2,130.00
DICKON COURT	2008	-	\$392.00	-	-	-	0.50	\$196.00
DOROTHY FOSTER	2006	-	-	-	\$375.00	-	13.00	\$4,875.00
DULCIE SCANLON	2002	-	\$525.00	-	-	-	194.10	\$101,902.50
DURGA GANDHAM	2006	-	-	-	-	\$225.00	1.40	\$315.00
EDITH HO	N/A	-	\$250.00	\$250.00	\$250.00	\$250.00	1,011.00	\$252,750.00
EDWARD MARSHBAUM	2008	\$200.00	\$225.00	\$275.00	-	-	145.70	\$33,020.00
ELIZABETH GREENBERG	2009	-	\$310.00	\$325.00	\$350.00 / \$425.00	\$450.00	1,286.30	\$444,694.00
EMILY POSNER	2008	-	\$315.00	\$350.00	-	-	212.40	\$68,089.00
EMILY ROMANINSKY	2004	-	-	\$475.00	\$500.00	-	93.40	\$44,950.00
EMILY S Y LAM	1998	\$475.00	\$500.00	\$500.00	-	\$550.00	63.30	\$31,610.00
EMMA SHELSTON	2010	-	\$110.00	\$250.00	\$275.00 / \$300.00	\$300.00	176.10	\$43,647.00
ERI UERKWITZ	2007	-	-	\$375.00	-	-	313.50	\$117,562.50
ERIC STEPHENS	2009	-	\$310.00	\$325.00	\$350.00 / \$425.00	-	2,906.00	\$969,857.00
ERIN SHENCOPP	2004	-	-	\$475.00	-	-	11.70	\$5,557.50
GABRIEL MASS	2010	-	\$310.00	\$325.00	-	-	57.30	\$18,313.50
GEORGE HOWARD	2008	-	\$225.00	\$300.00	-	-	30.00	\$8,850.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
GEORGE SPENCER	2008	-	\$350.00	\$375.00	-	-	1,672.90	\$603,285.00
GEORGINA DRUCE	2011	-	-	-	-	\$450.00	5.70	\$2,565.00
GRACE YANG	2009	-	-	\$325.00	-	-	19.30	\$6,272.50
GREG LAWSON	2011	-	-	-	-	\$250.00	0.10	\$25.00
GREGORY BARDEN	2010	-	\$325.00	-	-	-	13.30	\$4,322.50
GUAN TEO	2006	-	\$375.00	-	-	-	6.80	\$2,550.00
HABEN GOITOM	2008	-	\$315.00	\$425.00	\$475.00	\$550.00	508.20	\$240,502.00
HALIA EVANS	2007	-	\$350.00	\$375.00	-	-	13.00	\$4,687.50
HANNAH MILLS	2009	\$200.00	\$225.00	\$275.00	-	-	144.70	\$32,812.50
HEATHER THOMPSON	2007	-	-	\$450.00	\$475.00	-	360.30	\$162,762.50
HIDEJIRO TAKASE	2004	\$280.00	\$330.00	-	-	-	22.10	\$6,348.00
HIROKO HOSONO	1998	-	\$490.00	\$500.00	-	-	55.70	\$27,436.00
HIROYUKI YOSHIOKA	2007	\$240.00	\$280.00	\$300.00	\$350.00	-	181.2	\$45,533.00
I LEWIS H GRIMM	1998	-	-	\$550.00	-	-	0.30	\$165.00
IAN REID	2003	-	-	\$700.00	-	-	3.50	\$2,450.00
I-HENG HSU	2011	-	-	-	\$325.00	\$425.00	288.50	\$106,862.50
JAMES DOUGLAS	1997	-	-	\$275.00	-	-	12.40	\$3,410.00
JAMES GOLDFARB	2001	-	\$525.00	\$550.00	\$575.00	-	1,416.00	\$766,402.50
JAMES VEVERKA	2006	-	\$375.00	\$400.00	-	-	151.80	\$59,422.50
JASON COVER	2008	-	-	\$500.00	-	-	229.70	\$114,850.00
JENNIFER DEL MEDICO	2005	-	\$425.00	\$450.00	\$475.00	-	1,832.50	\$799,715.00
JENNIFER O'NEIL	2009	-	\$400.00	\$450.00	\$525.00	-	118.60	\$56,772.50
JENNIFER SEIDMAN	2009	-	\$225.00	\$225.00	-	-	19.60	\$4,410.00
JEREMY BLOOMENTHAL	2004	-	\$410.00	-	-	-	28.80	\$11,808.00
JEREMY KEENAN	2006	-	-	\$400.00	-	-	0.30	\$120.00
JEROME O'BRIEN	2009	-	-	-	\$375.00	-	18.80	\$7,050.00
JESSICA LIN	2004	-	\$325.00	\$350.00	\$375.00	-	94.50	\$30,922.50
JI UNG KIM	2010	-	\$250.00	\$275.00	\$300.00 /	\$400.00	2,293.30	\$643,720.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
					\$375.00			
JOHN CHASE	2008	-	\$275.00	-	\$375.00	-	65.80	\$19,385.00
JOHN MCMAHON	2008	-	-	\$350.00	-	-	258.60	\$90,510.00
JONATHAN FELCE	2006	-	\$625.00	\$650.00	-	-	79.60	\$50,817.50
JONATHAN GOREN	2010	-	-	\$325.00	-	-	13.90	\$4,517.50
JONATHAN WITHERALL	2010	-	-	\$350.00	-	-	0.40	\$140.00
JORDAN SCHWARTZ	2010	-	\$310.00	\$325.00	\$425.00	-	406.90	\$131,700.50
JOSEPH TILLER	2007	-	\$375.00	\$450.00	\$500.00	-	186.50	\$82,522.50
JOSHUA BROMBERG	2012	-	-	-	-	\$375.00	2.00	\$750.00
JULIAN LIN	1994	-	\$450.00	\$475.00	-	-	43.50	\$19,575.00
JULIE ROSSELOT	2009	-	\$315.00	-	-	-	195.00	\$61,425.00
JUNKO DOCHI	2002	-	-	-	\$450.00	-	1.20	\$540.00
JUSTIN CARROLL	2008	-	\$315.00	-	\$475.00	-	26.80	\$8,810.00
JUSTIN WEARE	2005	-	-	-	\$725.00 / \$750.00	-	64.80	\$47,197.50
JUSTINA CHAN	1996	-	\$525.00	\$525.00	-	-	549.90	\$288,697.50
KAMILLA MAMEDOVA	2009	-	\$315.00	\$350.00	\$375.00 / \$450.00	-	724.10	\$242,648.00
KARA WESTERCAMP	2010	-	-	-	\$425.00	-	16.60	\$7,055.00
KAREN PHANG	2006	-	\$325.00	\$375.00	-	-	7.80	\$2,660.00
KATHLEEN CHOI	2008	-	-	\$350.00	-	-	62.70	\$21,945.00
KELLY CARRERO	2004	-	\$475.00	\$500.00	\$525.00 / \$625.00	\$675.00	3,936.70	\$1,951,655.00
KELLY MARINO	2007	-	-	\$325.00	-	-	113.40	\$36,855.00
KOSUKE NAMBA	2005	-	-	-	\$400.00	-	7.00	\$2,800.00
KUNIHIRO KAWASAKI	2008	-	-	-	\$325.00	-	2.00	\$650.00
KYOSUKE KATAHIRA	2005	\$240.00	-	-	-	-	15.50	\$3,720.00
LAIRD NELSON	2010	-	-	\$325.00	\$425.00	-	108.70	\$43,137.50
LAURA HAYWOOD	2009	-	\$325.00	-	-	-	14.30	\$4,647.50
LAUREN BUONOME	2010	-	\$310.00	\$325.00	\$425.00	\$500.00	487.90	\$170,099.00
LEE POLLACK	2007	-	\$375.00	\$400.00	\$450.00 /	\$525.00	1,661.20	\$715,517.50

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
					\$500.00			
LEO CHEN	2005	-	\$250.00	-	-	-	19.10	\$4,775.00
LESLIE DUBECK	2007	-	-	\$375.00	-	-	96.20	\$36,075.00
LISA ALLENDEEN	2011	-	-	\$225.00	-	-	2.00	\$450.00
LISA YEMM	2011	-	-	-	\$325.00	-	203.00	\$65,975.00
LUKE JOHNSON	2010	-	-	-	-	\$300.00	31.80	\$9,540.00
LYNN MARVIN	2005	-	-	\$475.00	-	-	0.50	\$237.50
MAAME AGYEIWAH	2009	-	\$315.00	-	-	-	14.40	\$4,536.00
MAHESH PARLIKAD	2009	-	\$315.00	\$350.00	\$375.00	-	400.40	\$139,291.50
MARC SKAPOF	2000	-	\$550.00	\$600.00	-	-	141.20	\$77,885.00
MARGUERITE DOUGHERTY	2001	-	\$525.00	-	-	-	54.90	\$28,822.50
MASAAKI ITO	2006	\$250.00	\$300.00	\$325.00	-	-	649.40	\$192,602.50
MATTHEW CHOW	2010	-	\$310.00	\$325.00	\$350.00 / \$425.00	\$450.00	840.80	\$299,423.50
MERCEDES ABAD	2001	-	-	-	\$475.00	-	10.00	\$4,750.00
MICHAEL AKLUFU	1999	-	-	\$600.00	-	-	2.10	\$1,260.00
MICHAEL DAILEY	2010	-	\$310.00	\$325.00	\$350.00 / \$425.00	\$450.00	2,630.00	\$866,735.00
MICHAEL FLUHR	2006	-	\$375.00	\$400.00	-	-	47.00	\$18,302.50
MICHAEL SILBERFARB	2005	-	-	\$475.00	\$500.00 / \$550.00	-	931.60	\$457,557.50
MICHAEL THAYER	2010	-	-	\$325.00	\$350.00 / \$425.00	-	1,616.20	\$571,772.50
MICHAELINE CORREA	2001	-	\$525.00	-	-	-	46.80	\$24,570.00
MICHELE MACHALANI	2010	-	-	\$350.00	\$375.00	-	19.4	6927.5
MICHELLE BECK	2008	-	\$400.00	-	-	-	13.60	\$5,440.00
MICHELLE HERMAN	2003	-	-	\$500.00	\$525.00 / \$575.00	\$600.00	92.60	\$50,815.00
MICHELLE POULOS	2006	-	\$375.00	\$400.00	-	-	77.90	\$30,040.00
MINA ONOGI	2001	\$325.00	\$390.00	\$425.00	-	-	367.80	\$130,793.00
MING WEI LO	1997	\$310.00	\$350.00	\$375.00	\$400.00 / \$425.00	\$450.00	753.40	\$276,731.50
MIRIAM REZNIK	2009	-	-	\$350.00	\$375.00 / \$450.00	\$475.00	1,098.00	\$418,165.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
MIYUKA NISHI	1997	\$475.00	\$530.00	\$530.00	-	-	538.00	\$273,403.00
MUSTAFA VAN HIE	2007	-	\$325.00	-	-	-	10.80	\$3,510.00
MU-YUAN CHEN	2008	-	-	\$350.00	-	\$475.00	5.40	\$1,927.50
NAHO KANEKO	2008	-	-	-	\$325.00	-	16.00	\$5,200.00
NANCY CHU	2006	-	-	-	-	\$500.00	5.50	\$2,750.00
NANCY LU	2006	-	-	\$325.00	\$325.00 / \$425.00	-	112.20	\$40,935.00
NATHAN LEBIODA	2006	-	-	\$500.00	\$575.00 / \$600.00	-	1,338.00	\$721,667.50
NATHAN ROTH	2005	-	\$450.00	-	-	-	1.00	\$450.00
NICHOLAS AHUJA	2009	-	-	\$325.00	-	-	43.30	\$14,072.50
NICHOLAS DAVIES	2007	-	\$416.00	\$540.00	\$540.00	-	340.50	\$14,9596.40
NICHOLAS HADDAD	2008	-	-	-	\$375.00	-	19.90	\$7,462.50
NICHOLAS KAMPHAUS	2008	-	\$315.00	\$425.00	\$475.00	-	121.60	\$49,303.00
NICOLE SANDLER	2008	-	-	\$475.00	-	-	1.90	\$902.50
NIDHI YADAVA	2008	-	\$315.00	\$350.00	\$375.00 / \$450.00	\$500.00	1,671.00	\$632,672.50
NOURA ABDUL-CADER	2011	-	-	-	\$224.00	-	3.70	\$828.80
OLIVER RICHARDSON	2010	-	-	\$225.00	-	-	3.00	\$675.00
OWEN THOMAS	2009	-	\$225.00	\$275.00	-	-	362.90	\$82,172.50
PAUL GREEN	2007	-	\$300.00	\$350.00	\$375.00	-	968.80	\$353,157.50
PETER BRABANT	2004	-	\$325.00	\$375.00	\$400.00 / \$425.00	\$450.00	1,465.00	\$516,047.50
PETER WILKINSON	2007	-	\$430.00	\$430.00	\$450.00 / \$475.00	\$500.00	2,562.40	\$1,124,868.00
RAHUL KUMAR	2007	-	\$175.00	-	-	-	15.00	\$2,625.00
RAJEEV MUTTREJA	2009	-	\$315.00	\$350.00	-	-	280.00	\$96,141.50
RASTKO VRBASKI	2005	-	\$408.00	-	-	-	7.10	\$2,896.80
RAYMOND WANG	1998	-	\$350.00	-	-	-	1.50	\$525.00
RICHA SINGH	2008	-	\$224.00	\$224.00	-	-	7.00	\$1,568.00
RICHARD GALATI	2009	-	-	\$325.00	-	-	66.90	\$21,742.50
RICHEL LEUNG	1995	-	\$475.00	-	-	-	220.80	\$104,880.00
RIKA	2006	\$250.00	-	-	-	-	0.50	\$125.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
HASHIMOTO								
ROBERT ASHLEY	2007	-	\$375.00	\$400.00	-	-	19.80	\$7,695.00
ROBERT JUD	2003	-	\$425.00	-	-	-	20.40	\$8,670.00
ROBERT KREBS JR	2002	-	\$500.00	-	-	-	35.20	\$17,600.00
ROSS BARR	2004	\$450.00	\$525.00	\$625.00	\$675.00	-	516.35	\$323,612.50
RUSSELL LEINO	2011	-	-	-	\$375.00	\$375.00	109.40	\$41,025.00
RUSSELL REITER	2002	-	-	\$550.00	-	-	6.10	\$3,355.00
RYAN HILL	2010	-	-	-	-	\$250.00	21.90	\$5,475.00
SABRINA GLIMCHER	2011	-	-	\$325.00	\$325.00	-	11.70	\$3,802.50
SARAH LIEBER	2003	-	\$475.00	\$500.00	\$525.00 / \$575.00	-	2,569.30	\$1,280,722.50
SATARUPA CHAKRAVORTT Y	2006	-	-	\$565.00	\$575.00 / \$600.00	\$650.00	238.50	\$142,726.50
SATOSHI YAMABE	2009	-	-	\$270.00	\$300.00	-	145.60	\$39,369.00
SCOTT GRIFFIN	2000	-	\$600.00	\$675.00	\$700.00	-	951.40	\$639,710.00
SCOTT LYNE	2001	-	-	\$550.00	-	-	24.20	\$13,310.00
SEAN MURPHY	2009	-	-	\$350.00	\$375.00	-	47.80	\$16,737.50
SHARAYU GOKHALE	2008	-	\$175.00	-	-	-	15.70	\$2,747.50
SHINGO GOTO	2003	-	-	-	\$450.00	-	38.00	\$17,100.00
SHINICHI KOJIMA	2009	-	-	-	-	\$375.00	3.00	\$1,125.00
SIDDHARTH DUTTA	2006	-	\$200.00	-	-	-	28.20	\$5,640.00
SO LYN LEE	2010	-	-	\$325.00	-	-	56.00	\$18,200.00
SONIA SUN	2009	-	-	\$350.00	-	-	6.00	\$2,100.00
STELA TIPI	2005	-	-	\$475.00	\$500.00 / \$550.00	\$600.00	776.10	\$384,317.50
STEPHANIE TYLER	2011	-	-	-	-	\$250.00	0.70	\$175.00
SUSAN TURK	2009	-	\$315.00	\$350.00	\$375.00 / \$450.00	-	3,108.20	\$1,068,695.00
TAKAFUMI TSURUTA	2008	-	-	\$285.00	-	-	1.50	\$427.50
TAKAKO YAKO	2005	-	-	-	\$400.00	-	20.30	\$8,120.00
TERRY MCMAHON	2008	-	\$315.00	\$350.00	-	-	2,104.20	\$706,254.50
TETSUYA FUNO	2008	-	\$270.00	\$285.00	\$325.00 / \$350.00	\$400.00	610.70	\$170,625.50

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
THOMAS WILSON	2003	-	\$400.00	\$475.00	\$500.00	\$525.00	61.00	\$26,690.00
TIMOTHY HOFFMANN	2003	-	\$475.00	\$525.00	-	-	156.10	\$76,387.50
TIMOTHY NESTLER	2006	-	-	\$400.00	\$450.00	-	20.10	\$8,515.00
TOM MCKAY	2006	-	\$400.00 / \$392.00	-	-	-	11.20	\$4,474.40
TOSHIAKI TAKAHASHI	2010	-	-	-	\$270.00	\$350.00	71.00	\$19,698.00
VICTORIA FERGUSON	2004	-	\$640.00	\$680.00	-	-	63.30	\$41,104.00
WARREN POSTMAN	2010	-	-	\$325.00	-	-	24.60	\$7,995.00
WILLIAM NEEDHAM	2008	-	-	\$350.00	-	-	40.10	\$14,035.00
XOCHITL STROHBEHN	2009	-	\$310.00	\$325.00	-	-	873.80	\$283,698.50
YASUNOBU TAKATAMA	2007	\$240.00	\$280.00	\$300.00	\$350.00 / \$375.00	-	824.30	\$229,887.00
YOSHITAKE MASUDA	1996	-	-	-	\$525.00	-	25.20	\$13,230.00
YUKI YOSHIDA	2006	\$250.00	-	-	-	-	0.80	\$200.00
YUSUKE OHIRA	2008	-	-	\$285.00	-	-	13.50	\$3,847.50
YU-YING HUANG	2000	-	\$225.00	-	-	-	74.60	\$16,785.00
Associate Total:							77,023.05	\$30,388,995.10
<u>Sr. Staff Attorney</u>								
JENNY LEE	1985	-	\$550.00	\$550.00	\$550.00	-	138.00	\$75,900.00
Sr. Staff Attorney Total:							138.00	\$75,900.00
<u>Staff Attorney</u>								
ALEX YANG	2009	\$120.00	\$120.00 / \$170.00	\$200.00	\$200.00	-	724.95	\$117,601.50
CALVIN LIN	2010	-	-	-	-	\$170.00	2.00	\$340.00
CHARLIE CHIU	2006	\$170.00	\$200.00	-	-	-	5.10	\$951.00
CINDY CHIEN	2005	-	\$170.00	\$200.00	\$225.00	-	319.60	\$66,519.00
CLAIRE LIN	N/A	-	\$190.00	-	-	-	74.20	\$14,098.00
ELIZABETH KAO	2007	\$170.00	\$190.00	-	-	-	7.00	\$1,230.00
JAMES LIANG	2011	-	-	-	\$170.00	-	6.60	\$1,122.00
JULIE CHANG	2011	-	-	-	\$170.00	-	0.80	\$136.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
LI JUNG HUANG	2008	-	-	-	\$225.00	\$250.00	307.80	\$71,307.50
LYNNE FISCHER	1996	\$200.00	\$225.00	\$275.00	\$300.00 / \$350.00	\$375.00	1,840.10	\$532,752.50
MAXIME GUINDO	2007	-	-	\$375.00	-	-	21.50	\$8,062.50
MICHAEL ZHU	2005	\$170.00	\$200.00	-	-	-	6.80	\$1,171.00
Staff Attorney Total:							3,316.45	\$815,291.00
<u>Law Clerk</u>								
ADRIENNE CHAN	N/A	\$225.00	\$275.00	-	-	-	39.00	\$10,325.00
ALINA KAYE	N/A	-	\$110.00	\$110.00	\$260.00	-	43.90	\$5,339.00
CARISSA CHAN	N/A	-	-	\$250.00	\$250.00	-	182.50	\$45,625.00
CARMEN CHUNG	N/A	-	-	-	\$250.00	\$250.00	29.80	\$7,450.00
CHESTER HUI	N/A	-	-	\$250.00	-	-	2.50	\$625.00
CHRISTOPHER CHUNG	N/A	-	-	\$250.00	-	-	30.00	\$7,500.00
CHRISTOPHER MA	N/A	-	\$250.00	-	-	-	12.50	\$3,125.00
GIGI YUEN	N/A	-	-	-	\$250.00	\$250.00	87.10	\$21,775.00
HENRY HAWTHORNE	N/A	-	-	\$110.00	\$260.00	-	5.60	\$781.00
IVAN LAI	N/A	-	\$250.00	\$275.00	-	-	18.90	\$5,175.00
JEFFREY JONES	N/A	-	-	\$325.00	-	-	8.20	\$2,665.00
JENNY MA	2011	-	-	-	-	\$375.00	9.70	\$3,637.50
JONATHAN LAMBERTI	2010	-	-	\$325.00	-	-	20.70	\$6,727.50
JORDAN CERRUTI	2011	-	-	-	\$325.00	-	66.10	\$21,482.50
JORDAN SCHNEIDER	2012	-	-	-	\$375.00	-	102.00	\$38,250.00
LINDA HARROD	N/A	-	-	-	-	\$250.00	1.30	\$325.00
OSTIANE GOH-LIVORNESS	N/A	-	-	\$250.00	\$250.00	-	56.70	\$14,175.00
PATRICK KABAT	2010	-	-	\$225.00	-	-	13.70	\$3,082.50
SHIRL WONG	N/A	-	\$250.00	\$275.00	-	-	154.00	\$41,892.50
SUZANNE GRANDT	N/A	-	-	\$325.00	-	-	11.00	\$3,575.00
TAMMY LIAO	N/A	-	-	\$250.00	-	-	4.30	\$1,075.00
TODD WILKINSON	2011	-	-	\$325.00	-	-	4.80	\$1,560.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate⁵ 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
VIVIAN JI	N/A	-	\$275.00	-	-	-	2.00	\$550.00
Law Clerk Total:							906.30	\$246,717.50
<u>Summer Associate</u>								
REI ONISHI	N/A	-	\$270.00	-	-	-	12.90	\$3,483.00
TODD WILKINSON	2011	-	-	\$325.00	-	-	14.80	\$4,810.00
VERONICA VELILLA- WIESNER	2010	-	\$275.00	-	-	-	13.50	\$3,712.50
Summer Associate Total:							41.20	\$12,005.50
<u>Paraprofessional</u>								
ADAM HOEFER	N/A	-	\$150.00	-	-	-	3.00	\$450.00
ADOBEA DEBRAH- DWAMENA	N/A	-	\$175.00	-	\$175.00	-	100.40	\$17,570.00
ALICIA FARRINGTON	N/A	-	\$275.00	\$275.00	\$275.00	\$275.00	11.40	\$3,135.00
ALISON HOLMES	N/A	-	\$175.00	-	-	-	717.10	\$125,492.50
ALLISON PETRONE	N/A	-	\$250.00	\$250.00	-	-	13.00	\$3,250.00
ANDRE RAY	N/A	-	\$250.00	\$250.00	\$250.00	-	29.30	\$7,325.00
ANDREW SAMUELSON	N/A	-	\$250.00	\$250.00	\$250.00	-	592.40	\$148,100.00
ANITA MOHANDAS	N/A	-	-	-	\$215.00	-	4.90	\$1,053.50
ANTHONY LIPSCOMB	N/A	-	\$80.00	-	-	-	2.60	\$208.00
ARLETA DENTON	N/A	-	-	-	-	\$250.00	4.90	\$1,225.00
AUORE VANDE- KERCHOVE	N/A	-	\$170.00	\$170.00	-	-	81.60	\$13,872.00
BRETT STONE	N/A	\$275.00	\$275.00	\$275.00	\$275.00	-	768.60	\$211,365.00
CHRISTOPHER RATHBONE	N/A	\$205.00	\$240.00	\$240.00	-	-	95.70	\$21,928.50
CRYSTAL ANN GOODSEIT	N/A	-	\$175.00	\$175.00	-	-	20.50	\$3,587.50
DANIEL YI	N/A	-	\$250.00	\$250.00	\$250.00	-	107.70	\$26,925.00
DENISE HIRTZEL	N/A	-	\$275.00	\$275.00	\$275.00	\$275.00	18.50	\$5,087.50
ELIZABETH MASUHR	N/A	-	\$250.00	\$250.00	-	-	1,157.30	\$289,325.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
EVA LAM	N/A	-	\$225.00	\$225.00	-	-	9.20	\$2,070.00
FLORENCE NG	N/A	-	\$250.00	\$250.00 / \$150.00	\$150.00	-	128.40	\$23,540.00
HIROKO NAKAO	N/A	\$200.00	\$230.00	\$230.00	-	-	11.50	\$2,609.00
JANIS TREANOR	N/A	-	\$275.00	\$275.00	\$275.00	-	314.30	\$86,432.50
JENNIFER JACKSON	N/A	-	\$250.00	-	-	-	56.90	\$14,225.00
JENNIFER PHILLIPS	N/A	-	\$250.00	-	-	-	4.90	\$1,225.00
JULIAN ENTNER	N/A	-	\$275.00	\$275.00	\$285.00	-	12.20	\$3,450.00
KATSURA OSADA	N/A	\$200.00	-	-	-	-	11.00	\$2,200.00
KEVIN ENGLERT	N/A	-	-	\$175.00	\$175.00	\$250.00	1,398.90	\$244,867.50
KEVIN HAHM	N/A	-	-	\$150.00	-	-	368.50	\$55,275.00
KIRK WAAG	N/A	-	-	-	\$250.00	-	39.50	\$9,875.00
KRISTY POSCH	N/A	-	-	\$225.00	\$225.00	-	22.00	\$4,950.00
LAURIE PAIGE BURNS	N/A	-	\$275.00	\$275.00	-	-	272.50	\$74,937.50
LOUISE O'HARA	N/A	-	-	\$170.00	\$175.00	-	3.40	\$590.00
MANAMI KETRING	N/A	-	-	\$250.00	-	-	8.10	\$2,025.00
MARIA DEASY	N/A	-	\$275.00	-	-	-	2.00	\$550.00
MARIANA ZHONG	N/A	-	-	\$175.00	-	-	7.50	\$1,312.50
MARY HEMANN	N/A	-	\$200.00	\$200.00	\$200.00	-	426.90	\$85,380.00
MATTHEW LATZMAN	N/A	-	-	\$250.00	\$250.00	-	583.20	\$145,800.00
NICOLA CRAVER	N/A	-	\$175.00	\$175.00	-	-	21.90	\$3,832.50
NUBIA CABRERA	N/A	-	\$275.00	\$275.00	\$275.00	\$275.00	20.30	\$5,582.50
OLIVIA LIN	N/A	-	\$200.00	-	-	-	1.50	\$300.00
PATRICIA KO	N/A	\$200.00	\$220.00	-	-	-	2.50	\$530.00
RICHARD CERULLO	N/A	-	-	\$175.00	-	-	40.50	\$7,087.50
RIE KIMURA	N/A	\$200.00	\$230.00	\$230.00	-	-	399.20	\$90,337.00
RUTH GRANT	N/A	-	-	\$250.00	-	-	5.00	\$1,250.00
RYOKO SHINOZAKI	N/A	\$175.00	\$210.00	-	-	-	48.50	\$9,292.50
SATOE ISHIWATA	N/A	\$100.00	\$110.00	-	-	-	22.40	\$2,454.00

<u>Name</u>	<u>Year</u>	<u>Rate 2008</u>	<u>Rate 2009</u>	<u>Rate 2010</u>	<u>Rate 2011</u>	<u>Rate^s 2012</u>	<u>Total Hours Billed</u>	<u>Total Compensation</u>
SOPHIA BRYAN	N/A	-	\$275.00	\$275.00	\$275.00	-	121.80	\$33,495.00
STEVEN JOHNSON	N/A	-	\$250.00	-	-	-	2.50	\$625.00
TAMARA SARI	N/A	-	\$200.00	-	-	-	6.60	\$1,320.00
TAMAYO NODA	N/A	-	\$230.00	-	-	-	0.50	\$115.00
TARA HALSCH	N/A	-	\$175.00	-	-	-	6.80	\$1,190.00
THOMAS BARRY	N/A	-	-	\$250.00	\$250.00	\$250.00	54.30	\$13,575.00
TIMOTHY SOLOMON	N/A	-	\$250.00	\$250.00	\$250.00	-	43.10	\$10,775.00
VALERIE DUNCAN	N/A	-	-	\$225.00	-	-	1.50	\$337.50
VICKY BANSON	N/A	-	-	\$225.00	\$160.00	-	7.45	\$1,569.00
YOKO ISHIHARA	N/A	\$175.00	\$210.00	\$210.00	-	-	346.50	\$71,995.00
Paraprofessionals Total:							8562.65	\$1,896,876.00
Staff								
ALEXANDER SALEMMO	N/A	-	\$175.00	\$175.00	-	-	10.90	\$1,907.50
ALICE LOAN	N/A	-	\$150.00	-	-	-	0.20	\$30.00
DODI LEVINE	N/A	-	\$175.00	-	-	-	3.40	\$595.00
MARILYN KATZ	N/A	-	\$175.00	\$175.00	-	-	34.70	\$6,072.50
Staff Total:							49.20	\$8,605.00
Legal Support								
DANIELLE CHERENCE	N/A	-	\$250.00	\$250.00	\$250.00	-	8.50	\$2,125.00
JULIE CHU	N/A	\$310.00	\$320.00	\$330.00	-	-	172.05	\$54,988.00
MARGOT BEACH	N/A	-	-	\$250.00	-	-	17.20	\$4,300.00
MARILYN MARACIC	N/A	-	-	\$275.00	-	-	3.50	\$962.50
ROGER LOK	N/A	\$160.00	\$170.00	\$180.00	\$185.00 / \$138.75	\$190.00	293.10	\$50,384.63
SANDY FAN	N/A	-	-	\$230.00	-	-	7.80	\$1,794.00
STEPHEN FERRY	N/A	-	-	\$250.00	\$250.00	-	925.10	\$231,275.00
Legal Support Total:							1,427.25	\$345,829.13
GRAND TOTAL							137,471.20	\$67,849,014.93

FEE PERIOD

ENGAGEMENT DATES THROUGH MARCH 6, 2012

(BY JONES DAY MATTER)

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
<u>Asia Pacific (125426-600001)</u>		
<u>Partner</u>		
ANITA LEUNG	15.30	\$10,710.00
ANNE KO	7.80	\$5,170.00
BARBARA MOK	0.50	\$400.00
CARL BLACK	2.90	\$1,885.00
CHRISTINE KIM	2237.40	\$2,008,950.00
CHRISTOPHER AHERN	604.90	\$378,547.50
CHUNG-PING LIU	432.90	\$194,980.00
DAVID LONGSTAFF	3.50	\$2,625.00
DAVID NEUVILLE	16.50	\$13,200.00
ERIC SEDLAK	815.80	\$526,589.00
HERMAN YIP	0.70	\$490.00
IAIN SEOW	127.40	\$89,180.00
JEFFREY MADDOX	0.60	\$480.00
JOHN ROEBUCK	4.00	\$2,700.00
KAORU UMINO	5.00	\$2,875.00
KATHERINE U	3.50	\$2,450.00
MARIANNE CHAO	14.90	\$7,077.50
MASATOMO SUZUKI	2.30	\$1,661.00
PAUL LEAKE	2.50	\$2,312.50
PHILIP HOSER	300.10	\$197,745.00
RIKA SATO	290.70	\$166,592.00
ROBERT GAFFEY	5.60	\$4,760.00
ROBERT THOMSON	0.50	\$400.00
RONALD GROSS	1.20	\$930.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
SIMON POWELL	1,068.80	\$856,125.00
STEPHEN SOZIO	1.00	\$675.00
TOBIAS KELLER	0.50	\$375.00
TORU YAMADA	1.20	\$768.00
VIRGINIA TAM	5.10	\$3,315.00
WEYINMI POPO	13.50	\$7,762.50
WILLIAM BRYSON	344.70	\$196,927.50
YUICHIRO MORI	135.70	\$77,116.00
Partner Total:	6,467.00	\$4,765,773.50
<u>Counsel</u>		
SCOTT FRIEDMAN	0.30	\$180.00
Counsel Total:	0.30	\$180.00
<u>Of Counsel</u>		
CHRISTINE KIM	206.70	\$191,197.50
CHUNG-PING LIU	49.50	\$19,800.00
ELEANOR LAM	180.90	\$99,152.50
FAY NG	400.20	\$240,120.00
LOUIS LIU	0.80	\$380.00
MASATAMI OTSUKA	4.50	\$3,285.00
MICHIRU TAKAHASHI	22.30	\$12,934.00
STEVEN FLEMING	786.40	\$432,560.00
WEYINMI POPO	34.00	\$17,000.00
Of Counsel Total:	1,685.30	\$1,016,429.00
<u>Associate</u>		
AMIT MISHRA	29.00	\$7,250.00
ANITA CHIU	21.90	\$8,760.00
BENJAMIN ROSENBLUM	2.00	\$1,115.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
BO HU	4.90	\$2,205.00
BRIGETTE BURNELL	135.70	\$61,065.00
CHIAHENG SEETOO	89.80	\$19,130.00
CHRISTIE MOK	3.20	\$1,040.00
CLAIRE WILLMOTT	48.20	\$18,075.00
CONNIE CHEUNG	7.50	\$3,375.00
DANNY KAN	5.60	\$1,540.00
DEREK SUN	16.90	\$4,647.50
DEVRAJ ASHOK	7.10	\$2,130.00
EDITH HO	63.00	\$15,750.00
EDWARD MARSHBAUM	145.70	\$33,020.00
EMILY LAM	63.30	\$31,610.00
EMMA SHELSTON	68.70	\$19,065.00
GEORGE SPENCER	3.30	\$1,155.00
GUAN TEO	6.80	\$2,550.00
HANNAH MILLS	144.70	\$32,812.50
HIDEJIRO TAKASE	22.10	\$6,348.00
HIROKO HOSONO	55.70	\$27,436.00
HIROYUKI YOSHIOKA	176.50	\$43,888.00
JAMES DOUGLAS	12.40	\$3,410.00
JENNIFER O'NEIL	118.60	\$56,772.50
JEREMY BLOOMENTHAL	28.80	\$11,808.00
JESSICA LIN	94.50	\$30,922.50
JI UNG KIM	504.50	\$164,687.50
JONATHAN WITHERALL	0.40	\$140.00
JULIAN LIN	43.50	\$19,575.00
JUSTINA CHAN	549.90	\$288,697.50
KAREN PHANG	7.80	\$2,660.00
KYOSUKE KATAHIRA	15.50	\$3,720.00
LAUREN BUONOME	115.50	\$46,315.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
LEO CHEN	19.10	\$4,775.00
LOUIS LIU	143.50	\$58,826.00
MASAAKI ITO	649.40	\$192,602.50
MINA ONOGI	367.80	\$130,793.00
MING WEI LO	753.40	\$276,731.50
MIRIAM REZNIK	0.90	\$315.00
MIYUKA NISHI	538.00	\$273,403.00
MU-YUAN CHEN	0.30	\$142.50
NATHAN ROTH	1.00	\$450.00
OWEN THOMAS	362.90	\$82,172.50
PETER BRABANT	1,202.50	\$419,995.00
PETER WILKINSON	2,562.40	\$1,124,868.00
RAHUL KUMAR	15.00	\$2,625.00
RAYMOND WANG	1.50	\$525.00
RICHEL LEUNG	220.80	\$104,880.00
RIKA HASHIMOTO	0.50	\$125.00
ROSS BARR	388.05	\$245,985.00
SATOSHI YAMABE	145.60	\$39,369.00
SEAN MURPHY	47.80	\$16,737.50
SHARAYU GOKHALE	15.70	\$2,747.50
SHINICHI KOJIMA	3.00	\$1,125.00
SIDDHARTH DUTTA	28.20	\$5,640.00
SONIA SUN	6.00	\$2,100.00
TAKAFUMI TSURUTA	1.50	\$427.50
TETSUYA FUNO	610.70	\$170,625.50
TOSHIAKI TAKAHASHI	71.00	\$19,698.00
YASUNOBU TAKATAMA	794.30	\$219,387.00
YUKI YOSHIDA	0.80	\$200.00
YUSUKE OHIRA	13.50	\$3,847.50
YU-YING HUANG	74.60	\$16,785.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
Associate Total:	11,652.75	\$4,390,578.50
<u>Law Clerk</u>		
ADRIENNE CHAN	39.00	\$10,325.00
ALEX YANG	187.80	\$22,536.00
ALINA KAYE	43.90	\$5,339.00
CARISSA CHAN	182.50	\$45,625.00
CARMEN CHUNG	29.80	\$7,450.00
CHESTER HUI	2.50	\$625.00
CHRISTOPHER CHUNG	30.00	\$7,500.00
CHRISTOPHER MA	12.50	\$3,125.00
DANNY KAN	726.10	\$199,677.50
EDITH HO	948.00	\$237,000.00
EMMA SHELSTON	105.90	\$24,207.00
FLORENCE NG	128.40	\$23,540.00
GIGI YUEN	87.10	\$21,775.00
HENRY HAWTHORNE	5.60	\$781.00
IVAN LAI	18.90	\$5,175.00
JI UNG KIM	1,788.80	\$479,032.50
LINDA HARROD	1.30	\$325.00
OSTIANE GOH-LIVORNESS	56.70	\$14,175.00
SHIRL WONG	154.00	\$41,892.50
TAMMY LIAO	4.30	\$1,075.00
VIVIAN JI	2.00	\$550.00
Law Clerk Total:	4,555.10	\$1,151,730.50
<u>Summer Accociate</u>		
REI ONISHI (Summer)	12.90	\$3,483.00
Summer Associate Total:	12.00	\$3,483.00
<u>Senior Staff Attorney</u>		

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
JENNY LEE	138.00	\$75,900.00
Staff Attorney Total:	138.00	\$75,900.00
<u>Staff Attorney</u>		
ALEX YANG	537.15	\$95,065.50
CALVIN LIN	2.00	\$340.00
CHARLIE CHIU	5.10	\$951.00
CHIAHENG SEETOO	24.90	\$4,357.50
CINDY CHIEN	319.60	\$66,519.00
CLAIRE LIN	74.20	\$14,098.00
ELIZABETH KAO	7.00	\$1,230.00
JAMES LIANG	6.60	\$1,122.00
JULIE CHANG	0.80	\$136.00
LI JUNG HUANG	307.80	\$71,307.50
LYNNE FISCHER	296.10	\$65,287.50
MICHAEL ZHU	6.80	\$1,171.00
Staff Attorney Total:	1,588.05	\$321,585.00
<u>Legal Support</u>		
JULIE CHU	172.05	\$54,988.00
ROGER LOK	293.10	\$50,384.63
SANDY FAN	7.80	\$1,794.00
Legal Support Total:	472.95	\$107,166.63
<u>Legal Researcher</u>		
KEVIN HAHM	368.50	\$55,275.00
Legal Researcher Total:	368.50	\$55,275.00
<u>Paraprofessional</u>		
ADAM HOEFLER	3.00	\$450.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
AUORE VANDE-KERCHOVE	81.60	\$13,872.00
BRETT STONE	79.90	\$21,972.50
CHRISTOPHER RATHBONE	95.70	\$21,928.50
DANIEL YI	2.80	\$700.00
DENISE HIRTZEL	5.60	\$1,540.00
EVA LAM	9.20	\$2,070.00
HIROKO NAKAO	11.50	\$2,609.00
KATSURA OSADA	11.00	\$2,200.00
LOUISE O'HARA	3.40	\$590.00
MARIANA ZHONG	7.50	\$1,312.50
MARY HEMANN	103.90	\$20,780.00
OLIVIA LIN	1.50	\$300.00
PATRICIA KO	2.50	\$530.00
RIE KIMURA	399.20	\$90,337.00
RYOKO SHINOZAKI	48.50	\$9,292.50
SATOE ISHIWATA	22.40	\$2,454.00
TAMARA SARI	6.60	\$1,320.00
TAMAYO NODA	0.50	\$115.00
YOKO ISHIHARA	346.50	\$71,995.00
Paraprofessional Total:	1,242.80	\$266,368.00
<u>Grand Total Asia Pacific</u>	28,183.65	\$12,154,469.13
<u>Derivative Transactions (125426-600004) (London)</u>		
<u>Partner</u>		
AVIVA WARTER SISITSKY	6.50	\$4,677.50
CARL BLACK	3.30	\$2,145.00
DAVID CARDEN	0.40	\$370.00
DAVID HEIMAN	2.50	\$2,250.00
EDWARD NALBANTIAN	1,271.10	\$1,118,568.00
ELIZABETH TERRITT	61.80	\$51,912.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
JAYANT TAMBE	89.00	\$68,975.00
JOEL TELPNER	51.30	\$42,322.50
KAY MORLEY	5.40	\$5,215.00
LEE COFFEY	1.20	\$1,290.00
LUIS RIESGO	2.80	\$1,890.00
MICHAEL BROWN	183.40	\$172,345.00
SABINE FELIX	1.30	\$780.00
SION RICHARDS	22.20	\$19,536.00
TIM FLOOD	3.70	\$3,256.00
TODD GEREMIA	10.20	\$7,395.00
VOLKER KAMMEL	2.90	\$2,102.50
Partner Total:	1,719.90	\$1,505,029.50
<u>Of Counsel</u>		
AMY KHO	1,198.00	\$973,456.00
ANDREW CHEN	0.50	\$400.00
ELIZABETH SAXTON	15.10	\$12,080.00
ELIZABETH TERRITT	394.00	\$329,060.00
LAURENT ASSAYA	1.90	\$1,330.00
LINTON BLOOMBERG	0.70	\$515.20
NICHOLAS HOW	13.50	\$9,936.00
Of Counsel Total:	1,623.70	\$1,326,777.20
<u>Associate</u>		
ALEXANDER MCBRIDE	1.90	\$902.50
ALEXANDER VAN VOORHEES	3.20	\$1,760.00
ANNA CUTFIELD	126.80	\$50,348.00
BENJAMIN ROSENBLUM	34.30	\$20,425.00
CALLUM HASSALL	1.20	\$270.00
CATHERINE BARON	12.00	\$3,000.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
CHRISTINE HOHL	320.20	\$71,724.80
DAVID JOHNSTON	66.90	\$29,132.40
DICKON COURT	0.50	\$196.00
DURGA GANDHAM	1.40	\$315.00
ELIZABETH GREENBERG	0.20	\$85.00
GEORGINA DRUCE	5.70	\$2,565.00
GREG LAWSON	0.10	\$25.00
JAMES GOLDFARB	1.90	\$1,045.00
JONATHAN FELCE	11.00	\$6,875.00
JOSHUA BROMBERG	2.00	\$750.00
JUSTIN WEARE	64.80	\$47,197.50
LISA ALLENDEN	2.00	\$450.00
LUKE JOHNSON	31.80	\$9,540.00
MAHESH PARLIKAD	9.80	\$3,490.00
MERCEDES ABAD	10.00	\$4,750.00
NICHOLAS DAVIES	340.50	\$149,596.40
NICOLE SANDLER	1.90	\$902.50
NIDHI YADAVA	410.80	\$196,150.00
NOURA ABDUL-CADER	3.70	\$828.80
RASTKO VRBASKI	7.10	\$2,896.80
RICHA SINGH	7.00	\$1,568.00
RYAN HILL	21.90	\$5,475.00
SATARUPA CHAKRAVORTTY	238.50	\$142,726.50
STEPHANIE TYLER	0.70	\$175.00
TOM MCKAY	0.70	\$274.40
VICTORIA FERGUSON	63.30	\$41,104.00
Associate Total:	1,803.80	\$796,543.60
<u>Law Clerk</u>		
EMMA SHELSTON	1.50	\$375.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
Law Clerk Total:	1.50	\$375.00
<u>Staff Attorney</u>		
LYNNE FISCHER	6.80	\$1,530.00
Staff Attorney Total:	6.80	\$1,530.00
<u>Paraprofessional</u>		
ANTHONY LIPSCOMB	2.60	\$208.00
BRETT STONE	1.90	\$522.50
DANIEL YI	1.90	\$475.00
DENISE HIRTZEL	2.30	\$632.50
JULIAN ENTNER	10.20	\$2,900.00
VICKY BANSON	7.45	\$1,569.00
Paraprofessional Total:	26.35	\$6,307.00
Grand Total for Derivatives London	5,181.15	\$3,636,562.30
<u>LB UK RE Holdings Limited (125426-690001)</u>		
<u>Partner</u>		
ADAM PLAINER	11.80	\$13,865.00
MICHAEL RUTSTEIN	0.50	\$562.50
SION RICHARDS	31.50	\$35,437.50
TIM FLOOD	0.20	\$210.00
Partner Total:	44.00	\$50,075.00
<u>Of Counsel</u>		
LINTON BLOOMBERG	34.80	\$33,930.00
Of Counsel Total:	34.80	\$33,930.00
<u>Associate</u>		
IAN REID	3.50	\$2,450.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
OLIVER RICHARDSON	3.00	\$675.00
WILLIAM NEEDHAM	40.10	\$14,035.00
Associate Total:	46.60	\$17,160.00
Grand Total for LB UK RE Holdings Limited	125.40	\$101,165.00
<u>Metropolitan Pier and Exposition Authority (089600-605002)</u>		
<u>Partner</u>		
CORINNE BALL	0.70	\$665.00
DAVID KATES	7.90	\$5,052.50
JANE RUE WITTSTEIN	18.60	\$14,880.00
JEREMY COLE	2.80	\$1,560.00
MARK CODY	44.70	\$31,655.00
Partner Total:	74.70	\$53,812.50
<u>Associate</u>		
BENJAMIN ROSENBLUM	0.20	\$110.00
DAVID SHAFER	14.10	\$5,287.50
DOROTHY FOSTER	13.00	\$4,875.00
HABEN GOITOM	74.10	\$35,197.50
JOSEPH TILLER	49.80	\$22,525.00
Associate Total:	151.20	\$67,995.00
Grand Total for Metropolitan Pier and Exposition Authority	225.90	\$121,807.50
<u>Barclays (125426-600002)</u>		
<u>Partner</u>		
CARL BLACK	10.00	\$5,870.00
DAVID CARDEN	1,395.10	\$1,270,875.00
DAVID HEIMAN	163.50	\$147,150.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
EDWARD O'CONNELL	5.30	\$4,107.50
JANE RUE WITTSTEIN	1.00	\$725.00
JAYANT TAMBE	1,528.00	\$1,184,415.00
LISA LAUKITIS	164.20	\$114,345.00
PAUL LEAKE	6.50	\$6,012.50
RICHARD ENGMAN	8.40	\$6,510.00
ROBERT GAFFEY	3,871.50	\$3,168,697.50
TODD GEREMIA	241.60	\$168,762.50
TRACY SCHAFFER	1,645.90	\$1,070,182.50
TRACY STRATFORD	3.40	\$1,785.00
WILLIAM HINE	3,058.90	\$2,122,175.00
Partner Total:	12,103.30	\$9,271,612.50
<u>Counsel</u>		
MARLA BERGMAN	105.20	\$60,490.00
Counsel Total:	105.20	\$60,490.00
<u>Of Counsel</u>		
MYRON LAUB	2.80	\$1,750.00
ROBERT HAMILTON	115.40	\$80,780.00
ROBERT SHANSKY	0.20	\$145.00
Of Counsel Total:	118.40	\$82,675.00
<u>Associate</u>		
ADAM BLOOM	568.40	\$190,613.50
BART GREEN	2,776.60	\$931,237.50
BENJAMIN ROSENBLUM	552.70	\$275,215.00
BRIDGET CRAWFORD	3,575.10	\$1,204,310.50
CHRISTINE HOHL	4.00	\$900.00
DAVID BECK	0.80	\$400.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
EMILY POSNER	178.60	\$56,259.00
ERIC STEPHENS	2,369.50	\$786,196.50
GEORGE SPENCER	1,669.60	\$602,130.00
GREGORY BARDEN	13.30	\$4,322.50
HALIA EVANS	13.00	\$4,687.50
JENNIFER DEL MEDICO	1,832.50	\$799,715.00
JOHN MCMAHON	258.60	\$90,510.00
JOSEPH TILLER	14.40	\$6,480.00
KATHLEEN CHOI	62.70	\$21,945.00
KELLY CARRERO	3,803.80	\$1,865,522.50
LAURA HAYWOOD	14.30	\$4,647.50
LEE POLLACK	10.00	\$4,000.00
LESLIE DUBECK	96.20	\$36,075.00
MICHAEL DAILEY	1,810.80	\$590,450.00
MICHELE MACHALANI	13.90	\$4,865.00
MICHELLE POULOS	10.70	\$4,012.50
NICHOLAS KAMPHAUS	83.30	\$33,510.50
PAUL GREEN	257.20	\$91,847.50
RAJEEV MUTTREJA	255.80	\$88,518.50
ROSS BARR	107.80	\$64,815.00
SUSAN TURK	2,042.40	\$707,309.50
TERRY MCMAHON	2,104.20	\$706,254.50
TIMOTHY HOFFMANN	10.30	\$5,407.50
TRACY SCHAFFER	739.40	\$406,670.00
WARREN POSTMAN	24.60	\$7,995.00
XOCHITL STROHBEHN	584.10	\$189,832.50
Associate Total:	25,858.60	\$9,786,655.00
<u>Law Clerk</u>		
ERIC STEPHENS	77.80	\$24,118.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
LAUREN BUONOME	54.30	\$17,647.50
MICHAEL DAILEY	492.10	\$155,957.50
RAJEEV MUTTREJA	24.20	\$7,623.00
XOCHITL STROHBEHN	195.10	\$63,121.00
Law Clerk Total:	843.50	\$268,467.00
<u>Legal Support</u>		
DANIELLE CHERENCE	8.00	\$2,000.00
MARGOT BEACH	17.20	\$4,300.00
MARILYN MARACIC	3.50	\$962.50
STEPHEN FERRY	905.70	\$226,425.00
Legal Support Total:	934.40	\$233,687.50
<u>Paraprofessional</u>		
ADOBEA DEBRAH-DWAMENA	16.00	\$2,800.00
ALICIA FARRINGTON	1.60	\$440.00
ALISON HOLMES	717.10	\$125,492.50
ALLISON PETRONE	2.00	\$500.00
ANDRE RAY	8.00	\$2,000.00
ANDREW SAMUELSON	30.50	\$7,625.00
BRETT STONE	6.20	\$1,705.00
CRYSTAL ANN GOODSEIT	20.50	\$3,587.50
DANIEL YI	27.80	\$6,950.00
DENISE HIRTZEL	1.20	\$330.00
ELIZABETH MASUHR	1,157.30	\$289,325.00
JANIS TREANOR	1.50	\$412.50
JENNIFER JACKSON	56.90	\$14,225.00
JENNIFER PHILLIPS	4.90	\$1,225.00
JULIAN ENTNER	2.00	\$550.00
KEVIN ENGLERT	1,111.30	\$194,477.50

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
MANAMI KETRING	8.10	\$2,025.00
MARIA DEASY	2.00	\$550.00
MARY HEMANN	3.50	\$700.00
MATTHEW LATZMAN	574.70	\$143,675.00
NUBIA CABRERA	16.70	\$4,592.50
RUTH GRANT	5.00	\$1,250.00
SOPHIA BRYAN	118.80	\$32,670.00
STEVEN JOHNSON	2.50	\$625.00
TARA HALSCH	6.80	\$1,190.00
THOMAS BARRY	9.30	\$2,325.00
TIMOTHY SOLOMON	17.00	\$4,250.00
Paraprofessional Total:	3,929.20	\$845,497.50
<u>Staff</u>		
ALEXANDER SALEMMO	10.90	\$1,907.50
DODI LEVINE	3.40	\$595.00
MARILYN KATZ	22.70	\$3,972.50
Staff Total:	37.00	\$6,475.00
Grand Total for Barclays	43,929.60	\$20,555,559.50
<u>Derivatives (089600-016075) (New York)</u>		
<u>Partner</u>		
ALICE YURKE	2.30	\$2,127.50
AVIVA WARTER SISITSKY	4,963.20	\$3,398,807.50
AVIVA YAKREN	10.00	\$7,000.00
BRAD ERENS	58.30	\$42,267.50
CANDACE RIDGWAY	2.40	\$1,920.00
CARL BLACK	774.10	\$495,712.50
COLLEEN LADUZINSKI	1.60	\$1,120.00
CORINNE BALL	716.00	\$679,440.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
DAVID HEIMAN	2.00	\$1,800.00
DAVID KATES	72.90	\$47,605.00
DICKSON CHIN	13.30	\$8,312.50
GLENN ARDEN	683.70	\$532,145.00
GREGORY GORDON	85.80	\$69,807.50
HEATHER LENNOX	19.80	\$15,345.00
HERMAN YIP	37.50	\$26,250.00
HIROKAZU INA	4.30	\$2,580.00
JANE RUE WITTSTEIN	88.30	\$70,640.00
JAYANT TAMBE	1,818.30	\$1,430,567.50
JEREMY COLE	62.80	\$34,540.00
JOEL TELPNER	1,479.40	\$1,238,042.50
KAORU UMINO	14.50	\$10,512.50
LEE RUSSO	44.70	\$31,302.50
LISA LAUKITIS	80.20	\$54,937.00
MARK CODY	184.30	\$133,735.00
MARK SISITSKY	730.00	\$608,910.00
NOBUTOSHI YAMANOUCHI	2.00	\$1,550.00
RICHARD ENGMAN	90.80	\$70,370.00
ROBERT GAFFEY	119.80	\$101,830.00
RONALD GROSS	72.60	\$56,477.50
SEVAN OGULLUK	1,248.90	\$797,587.50
STEPHEN PEARSON	148.80	\$118,202.50
STEVEN KOPPEL	11.00	\$8,800.00
THOMAS HOWLEY	82.60	\$53,690.00
TODD GEREMIA	132.70	\$96,207.50
TONI-ANN CITERA	762.00	\$564,835.00
TRACY OLEY	15.10	\$9,040.00
TRACY STRATFORD	11.10	\$5,857.50
VANESSA SPIRO	221.90	\$171,972.50

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
WARREN NACHLIS	5.50	\$4,125.00
WILLIAM HINE	341.50	\$247,962.50
Partner Total:	15,216.00	\$11,253,934.50
<u>Counsel</u>		
LAURA SAWYER	429.30	\$269,277.50
MARLA BERGMAN	2.30	\$1,322.50
Counsel Total:	431.60	\$270,600.00
<u>Of Counsel</u>		
BRETT BERLIN	0.70	\$402.50
DAVID MAHLE	9.00	\$6,975.00
ELIZABETH TERRITT	14.90	\$14,527.50
JANE RUE WITTSTEIN	16.70	\$13,360.00
LINTON BLOOMBERG	16.00	\$15,600.00
MYRON LAUB	1.30	\$812.50
ROBERT HAMILTON	0.80	\$560.00
STEVEN FLEMING	56.30	\$30,965.00
Of Counsel Total:	115.70	\$83,202.50
<u>Associate</u>		
ABHISHEK BAPNA	303.50	\$98,637.50
ALEX MIDDLETON	6.60	\$1,815.00
ALEXANDER MCBRIDE	1,531.20	\$602,982.50
ALEXANDER VAN VOORHEES	353.20	\$150,140.00
ARNOLDO CONCEPCION	5.10	\$2,295.00
ARTHUR MARGULIES	744.90	\$355,092.50
BARNABY STUECK	3.20	\$2,720.00
BART GREEN	174.60	\$72,457.50
BENJAMIN ROSENBLUM	2,219.90	\$1,246,240.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
BRANDON MORRIS	110.90	\$36,042.50
BRENDAN FYFE	4.50	\$1,687.50
BRIANA HULET	139.70	\$47,932.50
CHRISTOPHER BARKER	4.40	\$1,650.00
CLAIRE WELLS HANSON	201.20	\$65,917.50
DANIEL CULHANE	362.70	\$125,117.50
DANIEL GUZMAN	35.30	\$11,119.50
DANIEL PRIETO	35.70	\$17,850.00
DANIEL SYPHARD	12.10	\$4,537.50
DAVID HALL	70.00	\$33,250.00
DAVID MARKS	1,377.50	\$511,727.50
DAVID SHAFER	24.90	\$9,177.50
DEBRA SIMPSON	20.70	\$11,385.00
DENNIS CHI	129.30	\$46,510.00
DULCIE SCANLON	194.10	\$101,902.50
ELIZABETH GREENBERG	1,267.80	\$438,913.50
EMILY ROMANINSKY	93.40	\$44,950.00
ERI UERKWITZ	313.50	\$117,562.50
ERIC STEPHENS	295.00	\$104,292.50
ERIN SHENCOPP	11.70	\$5,557.50
GABRIEL MASS	36.70	\$11,927.50
GEORGE HOWARD	30.00	\$8,850.00
GRACE YANG	19.30	\$6,272.50
HABEN GOITOM	431.40	\$204,157.00
HEATHER THOMPSON	323.20	\$145,440.00
HIROYUKI YOSHIOKA	4.70	\$1,645.00
I-HENG HSU	281.00	\$104,425.00
JAMES GOLDFARB	1,340.60	\$724,932.50
JAMES VEVERKA	151.80	\$59,422.50
JASON COVER	157.40	\$78,700.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
JENNIFER SEIDMAN	19.60	\$4,410.00
JOHN CHASE	65.80	\$19,385.00
JONATHAN FELCE	68.60	\$43,942.50
JONATHAN GOREN	8.90	\$2,892.50
JORDAN SCHWARTZ	141.30	\$45,922.50
JOSEPH TILLER	122.30	\$53,517.50
JULIE ROSSELOT	195.00	\$61,425.00
JUNKO DOCHI	1.20	\$540.00
JUSTIN CARROLL	24.50	\$7,717.50
KAMILLA MAMEDOVA	724.10	\$242,648.00
KARA WESTERCAMP	16.60	\$7,055.00
KELLY CARRERO	132.90	\$86,132.50
KELLY MARINO	113.40	\$36,855.00
KOSUKE NAMBA	7.00	\$2,800.00
KUNIHIRO KAWASAKI	2.00	\$650.00
LAIRD NELSON	108.70	\$43,137.50
LAUREN BUONOME	176.90	\$61,002.50
LEE POLLACK	1,651.20	\$711,517.50
LISA YEMM	203.00	\$65,975.00
LYNN MARVIN	0.50	\$237.50
MAAME AGYEIWAH	14.40	\$4,536.00
MAHESH PARLIKAD	390.60	\$135,801.50
MARC SKAPOF	141.20	\$77,885.00
MARGUERITE DOUGHERTY	54.90	\$28,822.50
MATTHEW CHOW	822.40	\$293,557.50
MICHAEL DAILEY	327.10	\$120,327.50
MICHAEL FLUHR	47.00	\$18,302.50
MICHAEL SILBERFARB	931.60	\$457,557.50
MICHAEL THAYER	1,575.80	\$558,642.50
MICHELE MACHALANI	5.50	\$2,062.50

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
MICHELLE BECK	13.60	\$5,440.00
MICHELLE POULOS	67.20	\$26,027.50
MIRIAM REZNIK	1,097.10	\$417,850.00
MUSTAFA VAN HIEN	10.80	\$3,510.00
MU-YUAN CHEN	5.10	\$1,785.00
NAHO KANEKO	16.00	\$5,200.00
NANCY CHU	5.50	\$2,750.00
NANCY LU	110.10	\$40,252.50
NATHAN LEBIODA	1,123.10	\$610,467.50
NICHOLAS AHUJA	43.30	\$14,072.50
NICHOLAS KAMPHAUS	23.30	\$11,067.50
NIDHI YADAVA	878.90	\$303,756.00
PAUL GREEN	711.60	\$261,310.00
PETER BRABANT	241.00	\$87,990.00
RICHARD GALATI	18.00	\$5,850.00
ROBERT ASHLEY	9.00	\$3,375.00
ROBERT JUD	20.40	\$8,670.00
ROBERT KREBS JR	35.20	\$17,600.00
RUSSELL LEINO	60.70	\$22,762.50
SARAH LIEBER	2,569.30	\$1,280,722.50
SCOTT GRIFFIN	540.30	\$364,702.50
SCOTT LYNE	24.20	\$13,310.00
SHINGO GOTO	38.00	\$17,100.00
SO LYN LEE	56.00	\$18,200.00
STELA TIPI	776.00	\$384,262.50
SUSAN TURK	961.30	\$323,905.50
TAKAKO YAKO	20.30	\$8,120.00
THOMAS WILSON	46.00	\$19,500.00
TIMOTHY HOFFMANN	145.80	\$70,980.00
TOM MCKAY	10.50	\$4,200.00

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
XOCHITL STROHBEHN	94.60	\$30,745.00
YASUNOBU TAKATAMA	30.00	\$10,500.00
YOSHITAKE MASUDA	25.20	\$13,230.00
Associate Total:	30,744.10	\$13,219,707.00
<u>Law Clerk</u>		
BRIANA HULET	32.90	\$10,595.00
DANIEL CULHANE	11.20	\$3,640.00
DAVID MARKS	76.90	\$24,397.00
ELIZABETH GREENBERG	16.80	\$5,208.00
GABRIEL MASS	20.60	\$6,386.00
I-HENG HSU	7.50	\$2,437.50
JEFFREY JONES	8.20	\$2,665.00
JENNY MA	9.70	\$3,637.50
JORDAN CERRUTI	66.10	\$21,482.50
JORDAN SCHNEIDER	102.00	\$38,250.00
LAUREN BUONOME	115.30	\$36,716.50
MATTHEW CHOW	18.40	\$5,866.00
MICHAEL THAYER	40.40	\$13,130.00
PATRICK KABAT	13.70	\$3,082.50
RUSSELL LEINO	48.70	\$18,262.50
SABRINA GLIMCHER	4.40	\$1,430.00
SUZANNE GRANDT	11.00	\$3,575.00
TODD WILKINSON	4.80	\$1,560.00
Law Clerk Total:	608.60	\$202,321.00
<u>Summer Associate</u>		
TODD WILKINSON	14.80	\$4,810.00
Summer Associate Total:	14.80	\$4,810.00
<u>Staff Attorney</u>		

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
LYNNE FISCHER	1,537.20	\$465,935.00
MAXIME GUINDO	21.50	\$8,062.50
Staff Attorney Total:	1,558.70	\$473,997.50
<u>Legal Support</u>		
DANIELLE CHERENCE	0.50	\$125.00
STEPHEN FERRY	19.40	\$4,850.00
Legal Support Total:	19.90	\$4,975.00
<u>Paraprofessional</u>		
ADOBEA DEBRAH-DWAMENA	84.40	\$14,770.00
ALICIA FARRINGTON	1.70	\$467.50
ALLISON PETRONE	11.00	\$2,750.00
ANDRE RAY	21.30	\$5,325.00
ANDREW SAMUELSON	561.90	\$140,475.00
ANITA MOHANDAS	4.90	\$1,053.50
ARLETA DENTON	4.90	\$1,225.00
BRETT STONE	77.60	\$21,340.00
DANIEL YI	65.00	\$16,250.00
DENISE HIRTZEL	7.90	\$2,172.50
JANIS TREANOR	312.80	\$86,020.00
KEVIN ENGLERT	287.60	\$50,390.00
KIRK WAAG	39.50	\$9,875.00
KRISTY POSCH	22.00	\$4,950.00
MARY HEMANN	319.50	\$63,900.00
MATTHEW LATZMAN	1.50	\$375.00
RICHARD CERULLO	27.50	\$4,812.50
SOPHIA BRYAN	1.70	\$467.50
THOMAS BARRY	45.00	\$11,250.00
TIMOTHY SOLOMON	26.10	\$6,525.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
Paraprofessional Total:	1,923.80	\$444,393.50
<u>Staff</u>		
ALICE LOAN	0.20	\$30.00
MARILYN KATZ	11.30	\$1,977.50
Staff Total:	11.50	\$2,007.50
<u>Grand Total Derivatives (New York)</u>	50,644.70	\$25,959,948.50
<u>Greenbrier Minerals LLC (125426-635001)</u>		
<u>Partner</u>		
BRETT BARRAGATE	75.60	\$54,455.00
CORINNE BALL	25.60	\$24,320.00
JOHN KANE	3.30	\$2,310.00
RICHARD ENGMAN	179.80	\$140,950.00
ROBERT MICHELETTO	83.60	\$66,880.00
Partner Total:	367.90	\$288,915.00
<u>Associate</u>		
BENJAMIN ROSENBLUM	0.40	\$227.50
BRONSON BIGELOW	159.30	\$79,650.00
EMILY POSNER	33.80	\$11,830.00
I LEWIS H GRIMM	0.30	\$165.00
JASON COVER	72.30	\$36,150.00
JEREMY KEENAN	0.30	\$120.00
JORDAN SCHWARTZ	212.80	\$69,410.00
JUSTIN CARROLL	2.30	\$1,092.50
NIDHI YADAVA	14.40	\$5,040.00
ROBERT ASHLEY	10.80	\$4,320.00
RUSSELL REITER	6.10	\$3,355.00
SCOTT GRIFFIN	411.10	\$275,007.50

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
Associate Total:	923.90	\$486,367.50
<u>Law Clerk</u>		
JORDAN SCHWARTZ	52.80	\$16,368.00
Law Clerk Total:	52.80	\$16,368.00
<u>Paraprofessional</u>		
BRETT STONE	2.70	\$742.50
DANIEL YI	4.60	\$1,150.00
VALERIE DUNCAN	1.50	\$337.50
Paraprofessional Total:	8.80	\$2,230.00
Grand Total for Greenbrier Minerals LLC	1,353.40	\$793,880.50
<u>Chicago Mercantile Exchange (125426-685001)</u>		
<u>Partner</u>		
CORINNE BALL	2.80	\$2,660.00
LISA LAUKITIS	33.00	\$23,925.00
ROBERT GAFFEY	128.80	\$108,327.50
TODD GEREMIA	81.60	\$57,947.50
WILLIAM HINE	147.10	\$104,815.00
Partner Total:	393.30	\$297,675.00
<u>Associate</u>		
BENJAMIN ROSENBLUM	16.40	\$9,072.50
BRIDGET CRAWFORD	36.60	\$12,810.00
ERIC STEPHENS	113.10	\$38,805.00
NICHOLAS HADDAD	19.90	\$7,462.50
ROSS BARR	20.50	\$12,812.50
SUSAN TURK	104.50	\$37,480.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
Associate Total:	311.00	\$118,442.50
<u>Paraprofessional</u>		
MATTHEW LATZMAN	7.00	\$1,750.00
Paraprofessional Total:	7.00	\$1,750.00
Grand Total for Chicago Mercantile Exchange	711.30	\$417,867.50
<u>Norton Gold Fields Limited (089600-016076)</u>		
<u>Partner</u>		
ALEXANDER GENDZIER	0.60	\$450.00
CARL BLACK	2.90	\$1,947.50
RICHARD KOSNIK	1.60	\$1,240.00
TONY WASSAF	2.50	\$1,687.50
VANESSA SPIRO	95.90	\$75,937.50
Partner Total:	103.50	\$81,262.50
<u>Of Counsel</u>		
STEVEN FLEMING	8.00	\$4,400.00
Of Counsel Total:	8.00	\$4,400.00
<u>Associate</u>		
BENJAMIN ROSENBLUM	0.80	\$500.00
ELIZABETH GREENBERG	1.50	\$487.50
HEATHER THOMPSON	37.10	\$17,322.50
JAMES GOLDFARB	9.90	\$5,445.00
JONATHAN GOREN	5.00	\$1,625.00
MICHAEL AKLUF	2.10	\$1,260.00
PETER BRABANT	21.50	\$8,062.50
Associate Total:	77.90	\$34,702.50

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
<u>Law Clerk</u>		
JONATHAN LAMBERTI	20.70	\$6,727.50
Law Clerk Total:	20.70	\$6,727.50
<u>Staff</u>		
MARILYN KATZ	0.70	\$122.50
Staff Total:	0.70	\$122.50
Grand Total for <u>Norton Gold Fields Limited</u>	210.80	\$127,215.00
<u>Aircraft Dispositions (125426-600005)</u>		
<u>Partner</u>		
ELIZABETH EVANS	67.10	\$56,937.50
TRACY SCHAFFER	2.50	\$1,625.00
VICTOR GATTI	0.30	\$225.00
Partner Total:	69.90	\$58,787.50
<u>Counsel</u>		
DEEPAK REDDY	90.70	\$67,270.00
Counsel Total:	90.70	\$67,270.00
<u>Associate</u>		
BENJAMIN ROSENBLUM	0.50	\$312.50
DEREK MORALES	8.90	\$3,337.50
MICHELLE HERMAN	92.60	\$50,815.00
SABRINA GLIMCHER	7.30	\$2,372.50
TIMOTHY NESTLER	20.10	\$8,515.00
Associate Total:	129.40	\$65,352.50

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
<u>Law Clerk</u>		
DEREK MORALES	25.40	\$9,525.00
Counsel Total:	25.40	\$9,525.00
<u>Paraprofessional</u>		
NUBIA CABRERA	3.60	\$990.00
SOPHIA BRYAN	1.30	\$357.50
Paraprofessional Total:	4.90	\$1,347.50
Grand Total for Aircraft Dispositions	320.30	\$202,282.50
<u>Federal Reserve Bank of New York (125426-695001)</u>		
<u>Partner</u>		
ROBERT GAFFEY	17.40	\$14,442.50
TRACY SCHAFFER	1.00	\$650.00
WILLIAM HINE	31.30	\$21,910.00
Partner Total:	49.70	\$37,002.50
<u>Associate</u>		
ERIC STEPHENS	50.60	\$16,445.00
Associate Total:	50.60	\$16,445.00
Grand Total for Federal Reserve Bank of New York	100.30	\$53,447.50
<u>Non-Derivative Avoidance Actions (125426-600006)</u>		
<u>Partner</u>		
CARL BLACK	28.10	\$18,730.00
CORINNE BALL	8.60	\$8,170.00
Partner Total:	36.70	\$26,900.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
<u>Associate</u>		
BENJAMIN ROSENBLUM	1.90	\$1,045.00
NANCY LU	2.10	\$682.50
NATHAN LEBIODA	11.90	\$6,865.00
STELA TIPI	0.10	\$55.00
THOMAS WILSON	2.00	\$1,015.00
Associate Total:	18.00	\$9,662.50
Grand Total for Non-Derivative Avoidance Actions	54.70	\$36,562.50
<u>CEIDCO/Kontrabecki (593926-600001)</u>		
<u>Partner</u>		
MARTHA BOERSCH	0.40	\$290.00
PETER BENVENUTTI	1,674.50	\$1,307,796.50
Partner Total:	1,674.90	\$1,308,086.50
<u>Counsel</u>		
PETER CROSBY IV	1,565.20	\$887,772.00
Counsel Total:	1,565.20	\$887,772.00
<u>Associate</u>		
ALEKSANDRA JUREWICZ	8.60	\$2,150.00
CHANTELLE EGAN	132.30	\$42,900.00
DANIEL DOBRYGOWSKI	73.20	\$25,620.00
MICHAELINE CORREA	46.80	\$24,570.00
NICHOLAS KAMPHAUS	15.00	\$4,725.00
Associate Total:	275.90	\$99,965.00
<u>Summer Associate</u>		
VERONICA VELILLA-WIESNER	13.50	\$3,712.50

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
Summer Associate Total:	13.50	\$3,712.50
<u>Staff Attorney</u>		
PETER CROSBY IV	14.00	\$7,910.00
Staff Attorney Total:	14.00	\$7,910.00
<u>Paraprofessional</u>		
BRETT STONE	600.30	\$165,082.50
DANIEL YI	0.60	\$150.00
LAURIE PAIGE BURNS	272.50	\$74,937.50
NICOLA CRAVER	21.90	\$3,832.50
Paraprofessional Total:	895.30	\$244,002.50
Grand Total for CEIDCO/Kontrabecki	4,438.80	\$2,551,448.50
<u>Quadrant (593926-600002)</u>		
<u>Partner</u>		
BARNABY STUECK	17.20	\$18,490.00
CARL BLACK	119.00	\$78,395.00
DAVID CARDEN	1.50	\$1,387.50
EDWARD KENNEDY	10.10	\$8,585.00
JOHN KANE	93.00	\$68,375.00
ROBERT MICHELETTO	149.40	\$119,915.00
THOMAS HOWLEY	26.10	\$16,965.00
TOM SMITH	0.30	\$255.00
Partner Total:	416.60	\$312,367.50
<u>Counsel</u>		
JOSEPH WITALEC	31.00	\$17,825.00
Counsel Total:	31.00	\$17,825.00
<u>Associate</u>		
BENJAMIN GROSSMAN	55.80	\$22,320.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
BENJAMIN ROSENBLUM	26.70	\$14,685.00
CLAIRE WELLS HANSON	11.20	\$3,640.00
DANIEL CULHANE	5.80	\$2,465.00
DANIEL SYPHARD	0.80	\$340.00
DANIEL TRAVERS	34.50	\$13,800.00
HABEN GOITOM	2.70	\$1,147.50
JAMES GOLDFARB	63.60	\$34,980.00
JEROME O'BRIEN	18.80	\$7,050.00
LAUREN BUONOME	0.50	\$162.50
NATHAN LEBIODA	48.60	\$27,135.00
NIDHI YADAVA	175.80	\$60,841.50
RICHARD GALATI	7.60	\$2,470.00
THOMAS WILSON	13.00	\$6,175.00
Associate Total:	465.40	\$197,211.50
<u>Law Clerk</u>		
LAUREN BUONOME	25.40	\$8,255.00
Law Clerk Total:	25.40	\$8,255.00
<u>Paraprofessional</u>		
DANIEL YI	3.70	\$925.00
DENISE HIRTZEL	1.50	\$412.50
RICHARD CERULLO	13.00	\$2,275.00
Paraprofessional Total:	18.20	\$3,612.50
Grand Total for Quadrant	956.60	\$539,271.50
<u>Barclays v Lehman Funds (593926-600003)</u>		
<u>Partner</u>		
DAVID CARDEN	3.70	\$3,422.50
JANE RUE WITTSTEIN	117.20	\$87,900.00

<u>Name</u>	<u>Compensation Period Hours</u>	<u>Compensation Period Fees</u>
ROBERT MICHELETTO	84.40	\$67,520.00
THOMAS HOWLEY	56.00	\$36,400.00
TONI-ANN CITERA	210.80	\$152,830.00
Partner Total:	472.10	\$348,072.50
<u>Counsel</u>		
SCOTT FRIEDMAN	114.90	\$71,812.50
Counsel Total:	114.90	\$71,812.50
<u>Associate</u>		
BENJAMIN ROSENBLUM	3.90	\$2,145.00
DANIEL CULHANE	22.80	\$7,410.00
NATHAN LEBIODA	154.40	\$77,200.00
NIDHI YADAVA	191.10	\$66,885.00
RICHARD GALATI	41.30	\$13,422.50
Associate Total:	413.50	\$167,062.50
<u>Law Clerk</u>		
DANIEL CULHANE	24.70	\$8,027.50
Law Clerk Total:	24.70	\$8,027.50
<u>Paraprofessional</u>		
ALICIA FARRINGTON	8.10	\$2,227.50
DANIEL YI	1.30	\$325.00
Paraprofessional Total:	9.40	\$2,552.50
Grand Total for Barclays v Lehman Funds	1,034.60	\$597,527.50

<u>Name</u>	<u>Compensation Period</u> <u>Hours</u>	<u>Compensation Period</u> <u>Fees</u>
GRAND TOTAL FOR ALL MATTERS	137,471.20	\$67,849,014.93⁶

6

The charts contained on pages 3-32 of these cover pages exclude (a) a total amount of \$89,558.07 billed periodically between May 2009 and March 2011 and claimed by Jones Day in the Application in relation to the Adelpia Matters (as such term is defined in the Application), (b) \$36,932.50 of fees that were not previously requested in a prior interim fee application as described in paragraphs 110 and 111 of the Application, (c) \$9,879, \$80,438 and \$17,482 of voluntary reductions concerning the Eighth, Seventh and Fifth Interim Periods, respectively, as well as a calculation adjustment of \$1,980.50 reflected in Jones Day's supplement to its interim application for the Fifth Interim Period [Docket No. 11259], and (d) fee reductions of \$418,637.43 relating to negotiations and, in some cases, stipulations with the Fee Committee concerning the First through Ninth Interim Periods.

JONES DAY
Robert W. Gaffey
Brad B. Erens (*pro hac vice pending*)
Benjamin Rosenblum
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

Special Counsel to Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**FINAL FEE APPLICATION OF JONES DAY,
SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS
IN POSSESSION, SEEKING ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM ENGAGEMENT DATES THROUGH MARCH 6, 2012**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

Jones Day, special counsel for Lehman Brothers Holdings Inc. and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the "Debtors"), submits this final fee application (the "Application") pursuant to section 330(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"), General Order M-151, Amended Guidelines for Fees

and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "Local Guidelines"), the Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(b) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, entered in these cases on April 14, 2011 [Docket No. 15997] (the "Interim Compensation Order") and the Order Confirming the Modified Third Amended Joint Chapter 11 Plan, dated December 5, 2011 of Lehman Brothers Holdings, Inc. and its affiliated debtors [Docket No. 23023] (the "Confirmation Order") requesting (a) final allowance and approval of compensation for professional services rendered by Jones Day to the Debtors in the amount of \$67,447,088.57; (b) reimbursement of actual and necessary charges and disbursements incurred by Jones Day in the rendition of required professional services on behalf of the Debtors in the amount of \$1,884,333.43,⁷ in each case for the First Interim Period through the Tenth Interim Period, as defined *supra* in this Application (collectively, the "Fee Period"); and (c) payment of unpaid fees and expenses in the amount of \$4,101,912.10, including amounts on account of fees withheld during the Fee Period in accordance with the Interim Compensation Order. In support of this Application, Jones Day respectfully represents as follows.

Background

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), Lehman Brothers Holdings Inc. ("LBHI") and the other Debtors commenced with the United States Bankruptcy Court of the Southern District of New York (the "Court") voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly

⁷ Such amounts reflect voluntary reductions made by Jones Day in the aggregate amount of \$1,230,979.52 on account of fees and expenses incurred during the Fee Period.

administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed a statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 ("SIPA") with respect to Lehman Brothers Inc. ("LBI"). A trustee appointed under SIPA is administering LBI's estate. On January 19, 2009, the U.S. Trustee appointed an examiner (the "Examiner") and on January 20, 2009, the Court approved the U.S. Trustee's appointment of the Examiner.

4. On May 26, 2009, the Court appointed a fee committee (the "Fee Committee"), and approved a protocol to govern the review and payment of fees and reimbursement of expenses of professionals retained by the Debtors' estates (as amended, the "Fee Protocol"). The Fee Committee was authorized to perform the duties described in the Fee Protocol, including, among others, implementing procedures to effectively monitor the fees of the Retained Professionals (as defined in the Fee Protocol) and reducing inefficiency by establishing measures to avoid duplication of effort, overstaffing, the rendering of unnecessary services, and the incurrence of excessive or inappropriate expenses by Retained Professionals. Since its appointment, the Fee Committee has intermittently issued guidelines with respect to the fees and expenses of the Retained Professionals (the "Fee Committee Guidelines", together with the UST Guidelines, the Local Guidelines and the Interim Compensation Order, the "Guidelines").

5. On December 6, 2011, the Court entered an Order Confirming the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliates (the "Plan") (Docket No. 23023).

6. On March 6, 2012, the Debtors filed the Notice of Effective Date and Distributions Date in Connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (Docket No. 26039).

Jurisdiction and Venue

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The basis for relief requested herein are sections 328, 330, 331, and 503(b) of the Bankruptcy Code and Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

Relief Requested

8. Pursuant to this Application, Jones Day seeks allowance of the following: (a) compensation for professional services rendered during the Fee Period in the aggregate amount of \$67,447,088.57; and (b) reimbursement of expenses incurred in connection with such services in the aggregate amount of \$1,884,333.43.

9. During the Fee Period, Jones Day attorneys and paraprofessionals expended a total of 137,632.20 hours for which compensation is requested.⁸

10. Prefixed to this Application is the cover sheet required by the UST Guidelines, which includes a schedule setting forth the names of all Jones Day professionals and paraprofessionals who have performed services for which compensation is sought, the person's

⁸ In addition to the 137,471.20 hours identified in prior interim applications, Jones Day attorneys and paraprofessionals expended an additional 161.00 hours for which compensation is sought.

position in the firm, and the year in which each attorney was first admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rates during the Fee Period, (b) the total hours billed for which compensation is sought, and (c) the total compensation for such hours.

11. Also prefixed to this Application is the summary sheet, requested by the Fee Committee, showing, for each Jones Day matter, the timekeepers who provided services (including their hours and fees) and the Jones Day matter and corresponding matter number to which the relevant services apply.

12. Annexed hereto as Exhibit "A" is a summary of the services rendered by Jones Day for which compensation is sought by project category. Annexed hereto as Exhibit "B" is a listing of the detailed time entries of Jones Day professionals and paraprofessionals with respect to the compensation requested.⁹ Annexed hereto as Exhibit "C" is a summary of the types of expenses for which reimbursement is sought. Annexed hereto as Exhibit "D" is a detailed itemization of such expenses. Annexed hereto as Exhibit "E" is a chart, per the UST Guidelines and Fee Committee Guidelines, listing (a) all hearings/ outside meetings/ depositions, etc. attended by more than one Jones Day timekeeper during the Fifth through Tenth Interim Periods; (b) all Jones Day timekeepers at such event; and (c) the reasons why all such timekeepers' attendance at such hearings/ outside meetings/ depositions was necessary. Annexed hereto as Exhibit "F" is a listing of the detailed time entries of Jones Day professionals and paraprofessionals with respect to compensation not previously sought in an interim application. Annexed hereto as Exhibit "G" is a detailed itemization of expenses not previously sought in an

⁹ Due to the voluminous nature of such documents, Jones Day's detailed time and expense records (Exhibits B, Exhibit D, Exhibit F and Exhibit G hereto) are not being filed herewith, but, consistent with the Interim Compensation Order, are being provided to the Court and the Notice Parties (as defined herein). The Notice Parties have previously received such records under the Interim Compensation Order.

interim application. Annexed hereto as Exhibit "H" is the certification of Robert W. Gaffey with respect to the Application pursuant to the Local Guidelines.

Jones Day's Retention

13. On February 4, 2009, the Debtors filed their Application Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Authorization to Employ and Retain Jones Day as Special Counsel to the Debtor, *nunc pro tunc* to the Engagement Dates (Docket No. 2725) (the "Retention Application"). The employment of Jones Day as special counsel for the Debtors is effective *nunc pro tunc* to the various dates of engagement set forth in the Retention Application.

14. On February 25, 2009, the Court entered the Amended Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code Authorizing the Employment and Retention of Jones Day as Special Counsel to the Debtors, *nunc pro tunc* to the Engagement Dates (Docket No. 2925) (the "Retention Order").

15. During the period of May 2009 through June 2011, the Court entered eight further orders granting additional supplemental retention applications under which Jones Day's scope of retention under the Retention Order was subsequently expanded.

**Payments Received by Jones Day in
Accordance with the Interim Compensation Order**

16. On April 11, 2011, the Court entered the Interim Compensation Order, which superseded the amended order dated March 13, 2009 in its entirety. Pursuant to the Interim Compensation Order, the Court established procedures for the Debtors' payment of interim compensation and reimbursement of expenses of professionals retained in these chapter 11 cases.

17. During the Fee Period, Jones Day served a notice of monthly fee and expense invoice for each monthly period from the Engagement Dates through March 6, 2012 (collectively, the "Monthly Statements"). Because no objections were filed to any of the Monthly Statements, the Debtors made payments to Jones Day in respect of certain of the Monthly Statements pursuant to the Interim Compensation Order.¹⁰

18. In addition to amounts received pursuant to the Interim Compensation Order, the Court entered orders granting Jones Day's applications for the allowance of interim compensation for the First through Seventh Interim Periods. As of the date hereof, Jones Day received in the aggregate \$65,229,509.90 on account of fees and expenses rendered during the Fee Period.¹¹

Summary of Services Rendered by Jones Day

19. During the Fee Period, the Debtors were authorized to employ and retain Jones Day as special counsel to the Debtors with respect to certain matters described in more detail below, including: (a) the litigation concerning transactions and events involving the Debtors and Barclays Capital Inc. in and after September of 2008, (b) issues relating to certain structured products and derivatives trades between the Debtors and other entities, including certain matters governed by English law, (c) certain corporate and litigation issues arising in the Asia Pacific region, and (d) a litigation pending in the United States Bankruptcy Court for the Northern District of California.

¹⁰ As of the date hereof, Jones Day had not received payment on account of \$578,366.50 of fees and \$7,526.71 of expenses relating to the Monthly Statement for the February 2012 period, and \$90,104.30 of fees and \$4,632.90 of expenses relating to the Monthly Statement for the period of March 1, 2012 through March 6, 2012.

¹¹ Jones Day has received overpayments from the Debtors in the amount \$76,851.92, which will be credited back to the estates.

20. Below is a more detailed summary of the major activities performed during the Fee Period by Jones Day professionals and paraprofessionals in assisting the Debtors with their chapter 11 cases and other restructuring-related activities, categorized by region¹² and sub-categorized by matter where appropriate. Descriptions of the services rendered by Jones Day are included in the Monthly Statements, prior interim applications, and Exhibit B hereto. In accordance with the UST Guidelines, a summary of the hours and amounts billed during the Fee Period by each timekeeper, as well as each timekeeper's position, hourly rate and, if applicable, the year in which each timekeeper was first licensed to practice law, is set out in the cover sheet prefixed to this Application.

Asia Pacific

21. In addition to the matters set forth below, during the Fee Period, general administrative services rendered by Jones Day professionals and paraprofessionals in these chapter 11 cases were primarily included in the Asia Pacific category. Specifically, during the Fee Period, Jones Day professionals and paraprofessionals attended to numerous case administration tasks arising across Jones Day offices. Such tasks included liaising and coordinating across a number of Jones Day's offices in various jurisdictions, supplementing Jones Day's Retention Application, compiling and filing Jones Day's monthly fee statements, preparing Jones Day's interim fee applications, responding to the Fee Committee's questions and requests, and addressing other issues as more specifically set forth below.

Australia

22. During the Fee Period, the services rendered by Jones Day professionals and paraprofessionals in Australia included assisting and advising the Debtors with respect to

¹² Categorizing the various services provided to the Debtors by Jones Day by region was previously approved by both the Debtors and the Fee Committee.

insolvency proceedings in relation to Lehman Brothers Australia Limited (In Liquidation) ("LBA"). Such services included reviewing claim documents, drafting and submitting proofs of debt, preparing for and attending meetings of creditors, attending to matters relating to the Deed of Company Agreement ("DOCA"), which sought to release LBHI and other related Lehman entities from claims by certain creditors of LBA, preparing for and appearing at proceedings in the Federal Court of Australia in which certain creditors of LBA applied to have the DOCA set aside, briefing and instructing counsel and appearing at proceedings in the High Court of Australia to appeal the judgment of the Full Federal Court of Australia, which ruled that the DOCA for LBA was void, conducting relevant research on subordinated loan agreements, providing updates in respect of class action proceedings against LBA in the Federal Court of Australia, and advising the Debtors in relation to operations of Lehman Brothers Australia Securities Pty Limited, including in respect of the requirements for winding up the entity. Jones Day professionals also advised the Debtors in relation to settlement options proposed by the liquidators of LBA for claims against LBA and non-Australian Lehman entities and on deconsolidation issues in relation to the Australian Lehman entities. Further, Jones Day professionals advised the Debtors in relation to protecting the Debtors' rights under a gold price swap agreement (and other associated transaction documents) entered into with an Australian company, including advising on LBHI's rights and obligations under those documents. Finally, Jones Day professionals advised the Debtors in relation to entry into a settlement agreement regarding the realization of collateral to noteholders, and applied to set aside a subpoena in the Federal Court of Australia which affected the Debtors' interests.

Hong Kong

23. During the Fee Period, Jones Day professionals in Hong Kong rendered services primarily attributed to LBHI, LBQ Hong Kong Services Limited ("LBQ"), Lehman Brothers Real Estate Private Equity Group ("REPE") and Lehman Brothers Offshore Partners Ltd. ("LBOP"). Such services included reviewing non-disclosure agreements, advising on real estate issues, company secretarial issues, and employment and immigration issues, conducting relevant legal research on procedures of winding-up in Hong Kong, arranging for employment visa applications and renewals for expatriate employees working with LBQ, appearing at the Hong Kong Court upon the applications of various third parties to place the local Hong Kong-based Lehman entities into liquidation on behalf of LBHI as an interested party/ultimate shareholder/creditor, representing LBHI and other Lehman entities in meetings with the provisional liquidators of the local Lehman entities in Hong Kong, providing ad hoc advice to LBHI in relation to insolvency issues arising in Hong Kong from time to time, as well as advising and representing parties before the Securities and Futures Commission in Hong Kong in relation to their inquiry regarding the so-called Lehman Minibonds scandal at the behest of LBHI. Jones Day also advised the Debtors in relation to the filing and refiling of their proof of debts against Lehman Brothers Asia Holdings Limited and creditors' meetings.

24. Jones Day was retained in December 2009 to advise LBOP on the issuance of 7% exchangeable notes in the aggregate principal amount of \$9.75 million due 2011, exchangeable into shares held by LBOP in a Taiwanese company, which were issued together with a call option, right of first refusal and security for the notes (collectively, the "Transactions"). Jones Day professionals advised on the exchange of notes and exercise of the call option, drafted, reviewed, negotiated and analyzed the various transactional documentation required for the Transactions and advised on, prepared and coordinated the logistics and other

arrangements required to be undertaken by all relevant parties to the Transactions in various overseas jurisdictions such as Taiwan, Bermuda, the British Virgin Islands, and Samoa. Jones Day also advised on the various filing requirements in relation to the Transactions with the British Virgin Islands Registrar of Corporate Affairs and Bermuda Registrar of Companies. Finally, Jones Day handled closing and post-closing issues arising out of the Transactions.

India

25. During the Second Interim Period, the services rendered by Jones Day professionals in New Delhi included advising REPE Investment India Private Limited on employment and related issues arising from the restructuring of various entities under LBHI.

26. Commencing in the Fourth Interim Period, Jones Day professionals also reviewed an ISDA Master Agreement between LBHI Services Limited and Wockhardt USA Holding (Swiss) AG to consider and advise the Debtors in relation to the right of LBHI Services Limited to terminate the ISDA Master Agreement. In the course of this work, Jones Day professionals had discussions with representatives from LBHI Services Limited.

Japan

27. During the Fee Period, services rendered by Jones Day professionals in Japan were attributed to LBHI, L.B.C. which represents the three entities named L.B.A. Y.K., L.B.B. Y.K. and L.B.C. Y.K and to Lehman Brothers Special Finance Inc. ("LBSF") and REPE. Such services included translating various documents from Japanese into English and vice-versa, conducting legal research on civil rehabilitation law, drafting re-organization memoranda, and preparing and filing various documents with the local court, assisting LBHI and other United States-based Lehman entities in Japan in asserting claims in the Japanese Civil Rehabilitation proceedings of Lehman Brothers Japan KK, Lehman Brothers Commercial Mortgage KK

("LBCM") and Sunrise Finance KK ("Sunrise"), and advising: (i) the Debtors and other United States-based Lehman entities in Japan on the contents of the proposed rehabilitation plans of LBCM and Sunrise and associated approval and voting procedures; (ii) LBSF on the settlement of derivatives claims involving Lehman Brothers Japan ("LBJ") and other counterparties; (iii) REPE on labor and employment issues, and (iv) the Debtors on operational matters associated with the winding down of operations in Japan.

28. During the Fee Period, Jones Day professionals advised L.B.C. YK, L.B.A. YK and LB Capital Corporation III on the disposal strategy concerning a number of portfolios of non-performing loans and other foreclosed assets in Japan.

29. During the Fee Period, Jones Day liaised with local counsel and other professionals regarding Japanese legal and commercial issues, assisted in the drafting of the relevant transaction documents and advised a subsidiary of LBHI in drafting an agreement relating to past services provided by its local counsel in Japan in connection with the sale of 50% of the equity interest in LBC YK.

Korea

30. During the Third through Sixth Interim Periods, the services rendered by Jones Day professionals in Korea focused on the GKI Development Co., Ltd. ("GKID") project. Jones Day professionals addressed workout issues and bankruptcy issues in relation to GKID's involuntary bankruptcy. Work included drafting petitions, responding to creditor claims against GKID and advising on all bankruptcy related matters in connection with the declaration of bankruptcy against GKID in November 2009.

31. During the Third through Seventh Interim Periods, Jones Day professionals also advised the Debtors regarding Maehwa K-Star Co., Ltd. ("Maewha") relating

to negotiations with its borrowers. Jones Day also advised Maewha's KRW55 billion senior loan, which included the reviewing of relevant loan and security documents, advising Maewha on its disposal strategy, liaising with local counsel in Korea and the drafting of relevant transaction documents related thereto.

Malaysia

32. During the Seventh through Ninth Interim Periods, Jones Day professionals advised Lehman Brothers Pan Asian Investments Limited with regard to certain settlement agreements in connection with certain litigation instituted in the courts of Malaysia, including the reviewing and the drafting of the settlement agreements and advising on the issues arising therefrom.

Philippines

33. During the Fourth Interim Period, Jones Day professionals reviewed and analyzed servicing agreements relating to Philippine Investment (SPV C AMC) One, Inc. and Philippine Investment (SPV C AMC) Two, Inc. Jones Day professionals also assisted and advised on transaction documents relating to a sale of a Non Performing Loan Portfolio by Philippine Investment (SPV C AMC) One, Inc.

34. During the Fifth and Sixth Interim Fee Periods, Jones Day professionals reviewed and analyzed rehabilitation plans, court orders and other relevant documents in connection with the exit strategy concerning LBHI's interests in certain non-performing loan portfolios in the Philippines. Jones Day was also involved in the entire disposal process of such interests, including the drafting of and finalizing the relevant transaction documents related thereto.

People's Republic of China

35. During the Second and Third Interim Periods, the services rendered by Jones Day professionals in China focused primarily on the disposal of LBHI's interests in the Fuhai Commercial Centre in Shanghai to LBHI's joint venture partner on the project. In addition to providing strategic advice on the disposition, Jones Day assisted with negotiating a sale and purchase agreement and all related documentation with LBHI's joint-venture partner as well as handling with all closing matters.

Singapore

36. During the Second through Fifth Interim Periods, the services rendered by Jones Day professionals included advising on issues relating to corporate structure and employment, including issues related to the Central Provident Fund and to the late submission of Form IR8A with the Inland Revenue Authority of Singapore and corporate structures in Singapore.

Taiwan

37. During the Fee Period, the services rendered by Jones Day professionals in Taiwan were attributed to TL I Asset Management Company Limited ("TL I"), TL II Asset Management Company Limited ("TL II"), and TL III Asset Management Company Limited ("TL III"). Such services included (i) translating various documents from English into Chinese and vice versa; (ii) drafting letters to banks and governmental authorities; (iii) attending to matters relating to mortgage auction ruling, loan and trust agreements and litigation, (iv) advising Lehman entities with respect to distressed debt transactions in Taiwan, China, the Philippines and Thailand, and its acquisition and financing real estate assets in Taiwan; (v) representing certain Lehman entities through various third parties in the sale of their Sunrise

Project and the changes to their corporate registrations required by the departure of the members of the Boards of their operating companies to Nomura; (vi) advising Lehman entities with respect to the disposal and liquidation of assets and repayment of debts; and (vii) drafting letters, agreements and other correspondence and documents with or to banks, creditors, debtors and governmental authorities.

38. During the Fee Period, Jones Day also assisted in the negotiations with Hua-Nan Bank in relation to the closing of the sale of the Xiu-Gang Land and the disposal of investment in the Yilan development project.

39. Finally, Jones Day also assisted TL III to claim compensation against its contractual parties in Yilan development project, and to negotiate with its largest creditor bank, Hua-Nan Bank, in relation to the disposal of Yilan investment during the Fee Period. In addition, Jones Day also assisted TL I and TL III to negotiate with their contractual counterparty and Hua-Nan Bank in relation to the closing of Xiu-Gang Land sale.

Thailand

40. The services rendered by Jones Day professionals in Thailand during the Fee Period included assisting LBHI and its subsidiaries in managing LBHI's Thailand real estate, loan and other assets. This involved advising LBHI and its subsidiaries on investment, financing issues and disposal strategies including: (i) drafting and negotiating all key transaction documents; (ii) reviewing and analyzing existing security documents, facility agreements, joint venture agreements and other documents in connection with the disposal of various assets of LBHI and its subsidiaries; and (iii) researching financing structures for a number of LBHI's assets in Thailand, in particular reviewing the extent to which security has been granted over LBHI assets as a result of its debt obligations.

41. In addition, Jones Day liaised with local counsel advising on (i) Thai legal issues affecting the LBHI asset portfolio in Thailand, including litigation proceedings undertaken against LBHI subsidiaries by one of their joint venture partners and (ii) compliance issues with regard to Thai laws on financing and resulting security issues as well as providing general bankruptcy and insolvency advice.

London

Derivatives

42. During the Third through Tenth Interim Periods, Jones Day professionals in London advised the Debtors on various derivatives and structured products related matters.

43. In September 2009, Jones Day professionals in London were retained to advise the Debtors on derivatives documentation matters arising from the occurrence of credit events with respect to various "Reference Obligations" referenced in credit derivatives and synthetic CDO documentation to which the Debtors are party, including the exercise or performance of their respective rights and obligations under such documentation.

44. During the Third Interim Period, Jones Day also advised the Debtors with respect to a swap agreement relating to the cash flows in special purpose note issuance vehicles known as Granite 2005-3 and Granite 2005-10.

45. During the Third and Fourth Interim Periods, Jones Day reviewed and analyzed the relevant transaction documents and provided advice to the Debtors with respect to the contractual requirements and procedures for effecting a transfer to a new counterparty. Jones Day also prepared and negotiated a Novation Agreement and related notices and a Jones Day legal opinion for purposes of effecting this transaction.

46. During the Third through Fifth Interim Periods, Jones Day reviewed and analyzed the credit derivatives and synthetic CDO documentations for various special purpose CDO entities and the related swap transactions and provided advice to the Debtors with respect to the contractual requirements and procedures for the content and delivery of credit event notices in order to enable the Debtors to maximize the value of these transactions to the Debtors' estates, as well as potential rights of termination and recovery arising from marked to market trigger events in the financing structure. As part of this work and pursuant to the relevant documentation, Jones Day advised on, prepared and coordinated the delivery of Credit Event Notices and Notices of Publically Available Information in respect of each of the special purpose CDO entities. Jones Day also developed a proposed strategy for effecting a termination in the context of the documentation and a potential judicial challenge.

47. During the Fourth through Sixth Interim Periods, Jones Day also advised the Debtors on various valuation issues under various separate credit derivative transactions. Jones Day reviewed and analyzed the documentation for these transactions and subsequent service of Credit Event Notices, Notice of Termination and Statements of Calculation by counterparties on the Debtors. Jones Day further provided advice to the Debtors, as well as drafted correspondence to counterparties regarding the basis of valuation of sums due to Debtors under the transaction documentation.

48. During the Third through Tenth Interim Periods, Jones Day reviewed and analyzed the documentation for certain CDO structures and related swap transaction and provided advice to the Debtors regarding potential rights of termination and recovery arising from marked to market trigger events in the financing structure and developed a proposed

strategy for effecting a termination in the context of the documentation and a potential judicial challenge.

49. During the Fourth through Tenth Interim Periods, Jones Day also advised on the termination and settlement of derivatives transactions involving the Debtors related to a series of fifteen securitization structures. Jones Day reviewed and analyzed the transaction documents and prepared and negotiated settlement agreements with the Debtors' counterparties with respect to each securitization structure.

50. During the Sixth through Tenth Interim Periods, Jones Day also advised on the termination of a derivative transaction against a non-performing counterparty. Jones Day assisted the Debtors to recover amounts owed to them by the counterparty through foreign court proceedings.

51. During the Seventh through Tenth Interim Periods, Jones Day also represented the Debtors in the settlement of outstanding FX and Forward FX transactions (and related valuation issues) under English and New York law, including under circumstances where such transactions are either undocumented, or subject to or deemed subject to an ISDA Master agreement or other market documentation.

52. During the Seventh through Tenth Interim Periods, Jones Day also provided contentious advice relating to valuation of termination and settlement of various derivatives transactions and the valuation disputes thereto involving the Debtors, including corresponding with counterparties, assisting with negotiations and progressing settlement of valuation disputes via the alternative dispute resolution ("ADR") process. Jones Day also advised in detail on issues relating to the interpretation of certain notification provisions in a series of derivative transactions under English law.

LB UK Holdings Limited

53. During the Seventh Interim Period, Jones Day professionals reviewed and analyzed materials received from Alvarez & Marsal, researched and drafted a memorandum of advice regarding challenging an administrator's conduct and drafted an outline regarding the company voluntary arrangement proposal and term sheet. Jones Day professionals also prepared a strategy memorandum regarding "dual-tracking" a challenge to the administrator's conduct and a company voluntary arrangement proposal or direct offer to unconnected creditors. Jones Day professionals also attended to meetings, conference calls and correspondence with respect thereto.

Chicago

Metro Pier and Exposition Authority

54. Prior to the bankruptcy filing, LBSF entered into a Debt Service Deposit Agreement for certain tax exempt bonds (the "Bonds") issued by the Metropolitan Pier and Exposition Authority of Illinois (the "Authority"). After the bankruptcy filing, the Authority issued additional capital appreciation bonds, the proceeds of which were used to refund certain of the Bonds in advance of their stated maturity.

55. During the Seventh through Tenth Interim Periods, Jones Day professionals reviewed the actions taken by the Authority pursuant to the Debt Service Deposit Agreement and the indenture for the Bonds. In particular, Jones Day analyzed the Debt Service Deposit Agreement, the indenture and nine supplements to the Bonds, other relevant transaction documents, communications and publically available information relevant to the refunding of the Bonds. Jones Day further conducted a broad range of research relating to aspects of relevant state and federal laws, provided advice to the Debtors and drafted research memoranda. Jones Day also drafted and served Rule 2004 discovery during the Tenth Interim Period.

Los Angeles

Adelphia -related

56. Between May 2009 and March 2011, Jones Day represented the Debtors with respect to two Adelphia-related matters: (i) a claim asserted for \$136 million against the Debtors ("Bank Litigation") by the chapter 11 estate of Adelphia Communications Corporation, et al. (the "Adelphia Estate") and (ii) a claim for additional "Grid Interest" payable by the Adelphia Estate to a certain ad hoc group of non-agent lenders, which includes certain of the Debtors, as defendants (the "Non-Agent Lenders") between May 2009 to March 2011 ("Grid Interest Settlement", and collectively with the claim mentioned under (i), the "Adelphia Matters").

Re: Bank Litigation

57. Jones Day represented the Debtors as part of an entire group of defendants, the Non-Agent Lenders. A recovery trust representing the Adelphia Estate sued the Non-Agent Lenders for \$4.4 billion (and sought a total of \$6.5 billion from the total group of all defendants, agents and non-agents). On or about May 4, 2009, the United States District Court for the Southern District of New York dismissed all of Adelphia's claims against the Non-Agent Lenders. Jones Day successfully represented the Debtors on the appeal from that order and related matters. On May 26, 2010, the United States Court of Appeals for the Second Circuit affirmed the dismissal, and on January 5, 2011, the United States Supreme Court approved a motion withdrawing Adelphia's certiorari petition. On March 2, 2011, Adelphia filed a notice of dismissal of all claims against the Non-Agent Lenders, including the Debtors. The Debtors' proportionate share of Jones Day's fees and expenses for this defense representation are \$66,267.52.

Re: Grid Settlement

58. Jones Day represented the Debtors in seeking the payment of additional interest, denominated additional grid interest, against the Adelphia Estate. Jones Day tried this claim on behalf of a subset of clients including the Debtors, seeking a total of approximately \$120 million. After the trial, but before the decision was rendered by Judge Gerber, the parties engaged in court-ordered mediation and the matter was settled for the approximate amount of \$42.5 million. The Debtors' net share of the proceeds is approximately \$355,000.00.

59. The Debtors are entitled to a gross recovery of \$378,853.90 for additional grid interest and the Debtors owe \$23,290.55 as their proportionate share of the legal fees associated with these claims.

Billing Procedures

60. Pursuant to the retainer agreement between Jones Day and the Non- Agent Lenders, each lender was responsible for its proportionate share of the defense costs and fees incurred in relation to the Bank Litigation. The Debtors are responsible for approximately 3.05% of the total amount owed to Jones Day for its representation of the Bank Litigation. The Debtors' portion of the total fees for the work on this litigation is \$66,267.52. The Debtors owe 6.07% of the fees for Jones Day's representation in relation to the Grid Interest Settlement and are thus responsible for \$23,290.55 worth of fees and expenses. Combined with the fees and disbursements owing to Jones Day from the Bank Litigation, Jones Day claims \$89,558.07 for its representation of the Debtors in relation to the Adelphia Matters.

61. In respect of the bills for the Adelphia Matters, Jones Day's fees and expenses have been issued directly to the Non-Agent Lenders' steering committee and separately from the Monthly Statements, as the Debtors are only liable in respect of a portion of the fees

and expenses incurred in relation to these matters. Copies of the summaries of the Debtors' proportionate share of such bills have previously been provided to the Debtors. Copies of such summaries or the bills themselves will be made available to the Court, the Fee Committee or other parties in interest upon request.

New York

Barclays

62. Jones Day was retained in late March 2009 to investigate whether potential claims or other remedies exist and should be asserted, arising from the Asset Purchase Agreement between Lehman and Barclays executed September 16, 2008 and approved by the Court by order entered September 20, 2008.

63. During April and May 2009, Jones Day examined documents, interviewed witnesses, coordinated with attorneys for the Creditors' Committee, the Examiner and the SIPA trustee, communicated with Barclays' counsel to request pertinent information, requested certain specific categories of documents from Barclays, conducted legal research regarding potential claims and remedies and related issues, and began preparation of motion papers to seek orders from the Court requiring Barclays to produce information.

64. Later during the Second Interim Period, Jones Day moved on LBHI's behalf for discovery from Barclays pursuant to a Bankruptcy Rule 2004 discovery order. Over Barclays' opposition, the Court issued a Bankruptcy Rule 2004 discovery order on June 24, 2009 ("Discovery Order").

65. After issuance of the Discovery Order, during the Third Interim Period, Jones Day requested and reviewed several hundred thousand pages of documents, prepared for and took depositions of 32 Barclays employees and former Lehman employees, conducted

further factual investigations, and analyzed pertinent legal issues and claims arising from the discovery taken. Immediately after the conclusion of the Rule 2004 discovery, Jones Day filed an extensive motion in the United States Bankruptcy Court for the Southern District of New York under Federal Rule of Civil Procedure 60(b) seeking relief from certain aspects of the Sale Order issued on September 20, 2008 regarding the sale of LBHI's New York North American broker dealer business to Barclays on the grounds that material aspects of the sale transaction were not properly disclosed to the Court (the "Rule 60 Motion").

66. In connection with this discovery and the Rule 60 Motion, Jones Day coordinated with attorneys for the Creditors' Committee, the Examiner and the SIPA trustee, communicated with Barclays' counsel to request pertinent information, and appeared before the Court to address issues arising from the Discovery Order, the consequent discovery and the Rule 60 Motion.

67. During the Fourth Interim Period, in September 2009, following the conclusion of Bankruptcy Rule 2004 discovery taken by LBHI, the SIPA Trustee and the Creditors' Committee, Jones Day filed an adversary complaint and an extensive motion in the United States Bankruptcy Court for the Southern District of New York under Federal Rule of Civil Procedure 60(b) seeking significant relief from certain aspects of the Sale Order regarding the sale of Debtors' New York North American broker dealer business to Barclays on the grounds that material aspects of the sale transaction were not properly disclosed to the Court (the "Adversary Complaint"). Jones Day also responded to extensive requests for oral and written discovery filed by Barclays, and engaged in third party discovery and additional discovery of Barclays.

68. During the Fourth and Fifth Interim Periods, Jones Day coordinated the Debtor's response to Barclays' discovery requests and affirmative discovery of third parties and Barclays with counsel for the Creditors' Committee and the SIPA Trustee, reviewed hundreds of thousands of pages of documents produced by Barclays and numerous third parties, appeared at and questioned witnesses at numerous depositions, and communicated frequently with counsel for Barclays, the SIPA Trustee and the Creditors' Committee.

69. Jones Day also conducted expert discovery and reviewed the reports of Barclays' experts in early January 2010 and began to prepare for taking their depositions and also began working with LBHI's experts. Beginning in the Fifth Interim Period, the trial of certain claims asserted in the Adversary Complaint and the issues presented by Rule 60 motions began before the Court. Jones Day took a lead role in the trial, questioning multiple witnesses, introducing hundreds of documents into evidence, arguing trial related motions before the Court and otherwise addressing issues that arose during trial.

70. The trial of the Rule 60(b) proceedings continued in substantial part during the Sixth Interim Period. Jones Day engaged in extensive preparation for trial and trial-related motions that involved additional depositions, a continuing review of documents, assembling of trial exhibits, drafting witness outlines, designating deposition testimony, drafting motion papers, and preparing witnesses for trial.

71. The trial of the Rule 60(b) proceedings relating to the Sale Order continued through October and November 2010. During the Seventh Interim Period, Jones Day continued to take a lead role in the trial, including in (i) preparing for and cross examining fact witnesses presented by Barclays, (ii) preparing and presenting expert reports and testimony, (iii) analyzing the reports submitted by Barclays' experts and cross examining them at trial, and

(iv) briefing and arguing evidentiary motions. Jones Day personnel researched and prepared an extensive post-trial brief, with numerous exhibits, which was submitted to the Court after the conclusion of the hearings and performed considerable work in reviewing and analyzing the voluminous post-trial submissions by Barclays and the other parties. The end of the evidentiary hearings also involved extensive work in assembling final exhibits and deposition designations for the Court as well as many other administration matters. Jones Day also prepared for and took the lead in presenting a detailed and lengthy closing argument to the Court, which included an extensive submission of slides and demonstrative exhibits.

72. After the issuance of the Court's February 22, 2011 decision on the Rule 60(b) Motion (the "Decision"), during the Eighth and Ninth Interim Periods Jones Day (a) continued to address issues arising in regard to the submission and form of orders regarding the implementation of the Decision; (b) attended hearings before the Court regarding post-Decision issues; (c) addressed the necessary steps to preserve the Debtors' right to appeal from the Decision; (d) developed and filed a summary judgment motion and completed extensive briefing of the summary judgment motion on behalf of the Debtors' estates based on the findings in the Decision and the record of the trial on the Rule 60(b) Motion seeking to recover from Barclays certain unpaid consideration required to be paid under the Asset Purchase Agreement; (e) prepared for and argued the summary judgment motion; (f) addressed issues concerning the Court's decision on the summary judgment motion; and (g) advised the Debtors' estates regarding appellate issues presented by the summary judgment decision and the Decision.

Barclays v. Lehman Funds

73. During the Fifth and Sixth Interim Periods, Barclays Capital Inc. ("Barclays Capital") filed two lawsuits in New York Supreme Court against various real estate

and private equity funds that are (or, at the time of the allegations, were) affiliates and/or private equity funds that are (or, at the time of the allegations, were) affiliates and/or subsidiaries of the Debtors (the "Complaints"). Barclays Capital alleged non-payment of placement fees to the Private Investment Management Group, a former division of Lehman acquired by Barclays Capital post-petition. Jones Day represented the Debtors and the defendant funds in these lawsuits.

74. During the Fifth Interim Period, Jones Day analyzed the Complaints, engaged in extensive fact collection and analysis and crafted a litigation strategy. As part of this strategy, in April 2010, Jones Day filed notices of removal removing these actions from the New York Supreme Court to the United States District Court for the Southern District of New York (the "District Court") and sought transfer to the Court. Barclays Capital opposed these notices of removal through a series of letters it sent to the District Court urging the District Court to retain the matters rather than refer them to the Court. Jones Day conducted research on removal, assessed the relatedness of these actions to the Debtors, and responded to each of Barclays Capital's letters with caselaw and analysis in favor of removal to the Court.

75. At the end of April 2010, Judge Naomi Buchwald, the District Court judge assigned to one of the actions, held a conference in which Jones Day and counsel for Barclays Capital each articulated its position on removal to the Court. Following this conference, at the beginning of May 2010, Judge Buchwald referred both actions to the Court.

76. In mid-May 2010, Barclays Capital filed a motion to remand or abstain and remand. In late May 2010, Jones Day conducted research to brief its opposition to this motion.

77. At the beginning of June 2010, Jones Day conducted research and continued to draft an opposition in response to Barclays' motion to remand the actions to New York State Court, due later that month. On June 15, 2010, Barclays voluntarily dismissed both lawsuits without prejudice.

Derivatives

78. During the Second Interim Period, Jones Day was retained in April 2009 to advise the Debtors concerning certain credit derivatives transactions with AIG CDS, Inc. ("AIG") with a significant mark-to-market value to the Debtors. During April and May 2009, Jones Day analyzed the relevant AIG transaction documents and correspondence, provided advice to the Debtors concerning interpretation of the relevant contracts and the applicability of certain safe harbors under the Bankruptcy Code and developed a strategy for the Debtors to pursue to maximize the value of those credit derivatives transactions for the benefit of the Debtors' estates. Jones Day also briefed counsel for the Creditors Committee on those efforts. Jones Day counseled the Debtors with regard to an amendment agreement and stipulation which led to a joint resolution, whereby the Debtors withdrew their motion to compel and AIG withdrew its objection to the derivatives procedures motion.

79. Jones Day was retained in May 2009 to advise the Debtors concerning certain derivatives and foreign exchange transactions with Prudential Global, Inc. ("Prudential") with a significant value to the Debtors. During the Second through Fourth Interim Periods, Jones Day analyzed the Prudential transaction documents, provided advice to the Debtors concerning the interpretation of those contract, including specifically a cross margining and netting agreement, and developed a strategy for the Debtors to eliminate Prudential's purported claim against the Debtors and to seek recovery of certain property of the Debtors against which

Prudential has asserted a right of set-off. In February 2010, during the Fifth Interim Period, Jones Day drafted and filed a cross-motion for partial judgment on the pleadings, an opposition to Prudential's motion for judgment on the pleadings, and an opposition to Lehman Brothers Finance, SA's motion to dismiss. In April 2010, Prudential filed a reply in further support of its motion for partial judgment on the pleading, and an opposition to the Debtors' cross-motion for partial judgment on the pleadings, and Lehman Brothers Finance SA filed a reply in further support of its motion to dismiss. In May 2010, the Debtors drafted and filed a reply in further support of the motion for partial judgment on the pleadings.

80. During the Sixth through Tenth Interim Periods, Jones Day continued to advise the Debtors with regard to certain derivative transactions with Prudential. While Jones Day successfully settled claims with Prudential, during the Ninth Interim Period, Jones Day continued to represent the Debtors in connection with remaining claims with Lehman Brothers Finance SA, which are currently in litigation before the Court.

81. During the Fifth through Tenth Interim Periods, Jones Day also advised the Debtors regarding transactions under three separate ISDA Master Agreements between the Debtors and Nomura entities, including valuation issues pertaining to Icelandic bank Reference Entities. In April 2010, Jones Day drafted and filed adversary complaints and claim objections against Nomura International and Nomura Securities, a claim objection against Nomura GFP, and a motion to consolidate proceedings against the three Nomura entities. In May 2010, Jones Day continued to brief the issue of consolidation of these proceedings and negotiated with the Nomura entities to develop a discovery schedule. Jones Day engaged in discovery and negotiated resolution of discovery disputes.

82. During the Sixth Interim Period, in June and July of 2010, Jones Day drafted and served initial discovery requests on Nomura International, Nomura Securities, and Nomura GFP. In July of 2010, Jones Day began collecting and reviewing documents from the Debtors. In July of 2010, Jones Day also drafted and negotiated a discovery order and engaged experts in this matter. In August of 2010, Jones Day also represented the Debtors in a hearing on their motion to consolidate the proceedings against the three Nomura entities, and the Court granted this motion. In September of 2010, Jones Day negotiated a discovery scope agreement on behalf of the Debtors and continued to review relevant discovery in this matter.

83. Jones Day also reviewed a significant number of the Debtors' documents and prepared such documents for production to the Nomura entities. Jones Day also negotiated discovery issues with counsel for the Nomura entities, attended court-mandated conferences, scheduled depositions, and continued to craft strategy. This matter was stayed for a portion of the Ninth Interim Period pending settlement negotiations. During the stay, Jones Day continued negotiations with all three Nomura entities and the Creditors' Committee and analyzed discovery and settlement negotiation materials provided to the Debtors by the Nomura entities. After the stay was lifted, during the Tenth Interim Period, Jones Day negotiated discovery issues with counsel for the Nomura entities and continued to craft strategy.

84. During the Tenth Interim Period, Jones Day also crafted settlement strategy and engaged in settlement discussions, which led to a resolution of the claims with Nomura International PLC and Nomura Global Financial Products Inc. Jones Day continued to represent the Debtors and craft strategy with regard to the remaining claims with Nomura Securities Co., Ltd.

85. Further with regard to certain derivative contracts with Ambac Assurance Corporation and certain of its affiliates (collectively, "Ambac"), during the Seventh Interim Period, Jones Day represented the Debtors and engaged in negotiations with Ambac's counsel, which resulted in Ambac withdrawing \$6.1 billion in claims against the Debtors and eliminated the need for complex litigation. Jones Day further argued a Bankruptcy Rule 9019 motion before the Court and gained approval of the settlement from both this Court and the Wisconsin state court overseeing the reorganization of Ambac.

86. In addition to the foregoing litigation matters, at various times during the Fee Period, Jones Day represented the Debtors in ADR proceedings with various derivatives counterparties. Jones Day prepared for these mediations by crafting strategies, engaging in pre-mediation negotiations with opposing counsel and drafting mediation statements and presentations.

87. In addition to the foregoing ADR matters, at various times during the Fee Period, Jones Day counseled the Debtors concerning various derivatives and other complex structured products entered into with multiple counterparties including interest rate swaps, credit default swaps, total return swaps, foreign currency swaps, multi-currency cross border swaps, accelerated share repurchase transactions and other financial products. With regard to these matters, Jones Day analyzed relevant transaction documents and communications, conducted a broad range of research relating to all aspects of relevant state and federal laws, drafted legal memoranda and crafted strategies for resolution of these matters. Jones Day also advised the Debtors on derivatives issues pertaining to collateral and margin posting, valuation and reconciliation, as well as unique provisions specific to counterparty swaps.

88. With regard to a number of these derivatives transactions, Jones Day drafted and served pre-litigation discovery on counter-parties as well as relevant third parties. At various times during the Fee Period, Jones Day received and reviewed document productions responsive to these requests. Jones Day also crafted pre-litigation and litigation strategy with respect to additional counterparties of the Debtors.

Greenbrier

89. During the Fourth through Tenth Interim Periods, Jones Day advised the Debtors in connection with the workout and restructuring of certain loans and investments involving Greenbrier Minerals LLC and its affiliates (collectively, "Greenbrier"). Services rendered by Jones Day professionals included among others, research, advice and analysis with respect to: (i) Greenbrier's organizational and loan documents, including Greenbrier's operating agreement, credit agreement (and amendments thereto), restructuring documents, supply agreements and other documents in connection with the various transactions between the Debtors and Greenbrier; (ii) the Debtors rights in connection with various defaults existing under Greenbrier's credit agreement; (iii) various legal issues related to potential litigation with Greenbrier, including recoupment, setoff, and equitable subordination under New York and Delaware bankruptcy law, the applicability of default provisions relating to an entity's membership interests in an LLC under Delaware law and the enforcement of the automatic stay against Greenbrier; (iv) the enforceability of Greenbrier's contractual waiver of consequential damages; (v) potential restructuring alternatives, including strategy for possible litigation or settlement; and (vi) the negotiation and implementation of a settlement and sharing agreement in contemplation of a sale of Greenbrier's assets.

90. In connection with the above, Jones Day professionals (i) performed substantial diligence and document review with respect to the Debtors' interests in Greenbrier; (ii) prepared for and participated in numerous meetings and teleconferences with the Debtors to discuss a variety of Greenbrier related matters; (iii) prepared for and participated in numerous meetings with counsel to Greenbrier and its other stakeholders to, among other things, negotiate the terms of the settlement and sharing agreement, discuss issues related thereto, and monitor Greenbrier's ongoing operations; and (iv) prepared and presented pleadings and related documents necessary for court approval of the settlement and sharing agreement.

Aircraft Dispositions

91. During the Seventh through Tenth Interim Periods, Jones Day advised the Debtors and certain subsidiaries of the Debtors on multiple aircraft dispositions, negotiated with several proposed buyers and drafted the relevant term sheets, aircraft purchase and sale agreements and other transaction documents related thereto, including with respect to the sale of the aircraft bearing serial number 7024 which concluded during the Tenth Interim Compensation Period. Jones Day also advised the Debtors on the resolution of a dispute with Flying Colours Corp, as aircraft services provider, and drafted the settlement letter related thereto.

92. Jones Day also negotiated with the lenders under a certain indenture estate established by the Debtors in the settlement of a contract dispute between the Debtors and Aeroturbine, Inc., and drafted the lender consent related thereto.

93. Jones Day also negotiated a settlement with a third party interest holder in a subsidiary of the Debtors and the assets owned by such subsidiary and drafted the relevant settlement documents.

Federal Reserve Bank of New York

94. During the Seventh Interim Period, Jones Day professionals continued to examine facts and legal issues surrounding the conduct of the Federal Reserve Bank of New York ("FRBNY") during the period before Lehman's bankruptcy filing. Services rendered included review of pertinent documents, research regarding potential discovery concerning the FRBNY's dealings with other financial institutions and regulators concerning Lehman and its assets.

Non-Derivatives

95. During the Seventh through Tenth Interim Periods, Jones Day (i) reviewed the merits of potential avoidance actions and sought and obtained extensions of certain tolling agreements with respect thereto and (ii) assisted the Debtors in negotiating extensions to several tolling agreements to permit the Debtor to continue to analyze potential causes of action that the Debtors might have against the parties to the tolling agreements.

Norton

96. During the Third through Eighth Interim Periods, Jones Day advised the Debtors concerning a gold price hedge with Norton Gold Fields Ltd. ("Norton"). In November of 2009, Jones Day drafted and filed a Motion to Compel Norton to perform its obligations under the hedge. After this filing, Jones Day formulated the Debtors' negotiation strategy and engaged in settlement discussions with Norton. Additionally, in February 2010, Jones Day drafted and filed a reply in further support of its motion to compel Norton to perform its obligations under the hedge. In March 2010, Norton filed a sur-reply brief and Jones Day drafted and filed a response in April 2010. In May and June of 2010, Jones Day prepared a mediation strategy and attended a mediation on behalf of the Debtors. In July and August of 2010, Jones Day negotiated

a settlement on behalf of the Debtors. At the end of August of 2010, the Debtors and Norton finalized settlement and the Debtors withdrew their Motion to Compel.

97. During the Seventh and Eighth Interim Periods, Jones Day professionals assisted and advised Lehman Brothers Commercial Corporation in connection with post-closing matters pertaining to the Norton Gold Senior Secured Note, which was part of the settlement to the proposed sale by Norton of certain collateral and related amendments to the loan documents and in connection with the exercise by the company of its right of first offer in connection with the sale of the senior secured note and termination of arrangements in connection with such exercise.

Quadrant

98. During the Fourth, Fifth and Eighth Interim Periods, Jones Day professionals advised the Debtors with respect to their investment in Quadrant Structured Products LLC ("Quadrant") and researched and analyzed various aspects of New York contract law, the Bankruptcy Code, and Cayman Islands wind-up procedure in relation to the same. Jones Day professionals also assisted in developing a strategy to monetize the Debtors' interest in Quadrant.

99. As part of the aforementioned strategy, Jones Day represented the Debtors in connection with the sale of their ownership interest in Quadrant. Jones Day drafted and negotiated multiple drafts of a Stock Purchase Agreement, Escrow Agreement and other ancillary agreements in connection with such sale.

100. During the Eighth Interim Period, Jones Day assisted the Debtors in negotiating, documenting, obtaining court approval of, and closing the sale of LBHI's minority

interest in Quadrant Structured Products Ltd., a Cayman Islands limited company, for \$90 million.

San Francisco – Kontrabecki

101. This litigation began in 2003 as an action to recover control of two Polish entities which owned commercial property in Poland and which comprised the primary security for repayment of loans made by LBHI to CEIDCO and TKG in the late 1990's. CEIDCO and TKG filed chapter 11 cases in San Francisco in 2002 to prevent LBHI from enforcing its security rights on the loans, which were about to go into default. At that time TKG owned 100% of both Polish entities. Mr. Kontrabecki, while acting as the manager of CEIDCO and TKG as debtors in possession, surreptitiously caused the Polish entities to issue new shares to his Polish confederate, thereby transferring control of the Polish entities beyond the reach of the United States Bankruptcy Court, and diluting TKG's ownership to a minority position. After several years of litigation invoking the contempt powers of the bankruptcy court and the imposition of coercive sanctions, Mr. Kontrabecki caused his confederate to return control of the Polish entities to an entity controlled by LBHI, and they were sold in 2006 and 2007, producing a total return to LBHI in excess of \$30 million. Since 2007, LBHI has pursued the litigation to recover compensatory damages from Mr. Kontrabecki for the economic losses LBHI incurred as a result of his misconduct and the delay and additional costs it caused.

102. Until October 2008, LBHI was represented in this litigation by Heller Ehrman LLP (and by co-counsel McKenna Long & Aldridge of Atlanta, which continues to represent LBHI). Following the dissolution of Heller Ehrman in the fall of 2008, the Heller Ehrman attorneys who had been representing LBHI joined Jones Day, and LBHI's representation in the engagement has continued at Jones Day since October 2008.

103. During the First through Fourth Interim Periods, Jones Day professionals engaged in discovery, motion practice and trial preparation in this very hotly contested matter. Jones Day professionals also performed services relating to supplementation of document discovery involving documents in the possession of LBHI's Polish counsel, and with regard to LBHI's response to a settlement proposal made by Mr. Kontrabecki.

104. In late August 2009, the bankruptcy court granted partial summary judgment in favor of LBHI as to the defendant's liability on several intentional tort claims.

105. The defendant brought a motion to dismiss the adversary proceeding based on alleged discovery misconduct of counsel, the hearing of which was set for December 18, 2009. During the Third and Fourth Interim Periods, Jones Day prepared an opposition to and represented LBHI at the December 18, 2009 hearing.

106. In early October 2009, the bankruptcy court granted partial summary judgment in favor of the defendant as to the primary element of LBHI's economic damages. Jones Day prepared and on November 17, 2009 filed a motion for reconsideration of that ruling, which the bankruptcy court heard on March 9, 2010. During the Fifth Interim Period, Jones Day also reviewed the opposition to the motion for reconsideration filed by Mr. Kontrabecki in early February 2010, prepared and filed a reply in late February 2010, and represented the Debtors at the hearing held on March 9, 2010. The Court denied the motion for reconsideration on March 31, 2010. Following denial of the motion for reconsideration the Debtors and Mr. Kontrabecki jointly requested, and the Court ordered, a judicial settlement conference before a Magistrate Judge and that all litigation be suspended during the course of the settlement conference proceedings.

107. During the Sixth Interim Period, Jones Day prepared and filed two extensive settlement conference statements and a voluminous appendix of the record as directed by the settlement judge, and prepared for and attended one settlement conference session in late September 2010.

108. During the Seventh Interim Period, in early November 2010, a full settlement of all disputes was negotiated. The essential terms of the settlement provide for full mutual releases, and for LBHI neither to receive nor pay any settlement amounts. Jones Day professionals provided services, including preparation for and attendance at the settlement conference, preparation of settlement documentation, preparation of pleadings, seeking the necessary approval of the San Francisco bankruptcy court, managing the court approval process, and limited miscellaneous services to implement the settlement. The San Francisco bankruptcy court approved the settlement in December 2010, and all proceedings have been dismissed.

109. During the Eighth through Tenth Interim Periods, Jones Day professionals provided limited services related to implementation of the settlement and responding to post-settlement communications and requests for information from the adverse party and representatives of LBHI.

Adjustment to Fees and Expenses

110. In addition to the amounts sought in the prior applications, Jones Day hereby requests allowance and payment of \$36,932.50 of fees and \$4,726.16 of actual and necessary expenses that were not previously requested in a prior interim fee application.

111. Sixteen thousand dollars of the above requested fees relate to real estate transaction matters arising out of the Asia-Pacific region and handled by Jones Day's Hong Kong office. Pursuant to the Interim Compensation Order, Jones Day previously submitted

Monthly Statements to the Notice Parties that included fee detail associated with such real estate matters. Notwithstanding the amounts contained in the Monthly Statements, Jones Day agreed with the Debtors that the fees for these matters would be limited to \$16,000 in the aggregate. Jones Day's Tenth Interim Application, however, incorrectly reflected a complete elimination of the fees associated with these matters, rather than the agreed-upon cap of \$16,000. Jones Day, accordingly, requests allowance of \$16,000 in fees incurred in the Tenth Interim Period that are attributable to the above referenced real estate matters. The remaining \$20,932.50 of the above requested fees relate to services rendered by Jones Day professionals in the United States during the Tenth Interim Period in connection with matters principally handled by Jones Day's London office. Such amounts were not included in prior Monthly Statements due to technical and other issues.

112. Jones Day also requests reimbursement of expenses incurred in the sum of \$4,726.16 in connection with Jones Day's services during the Fee Period that were not previously requested in an interim fee application. Such amounts reflect actual and necessary expenses that were not processed by Jones Day's billing system during the Fee Period.

Expenses Incurred by Jones Day

113. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed under section 327 of the Bankruptcy Code. Accordingly, Jones Day seeks reimbursement for expenses incurred in rendering services to the Debtors during the Fee Period. The total amount of the expenses is \$1,884,333.43 for the Fee Period, as summarized in the attached Exhibit "C" and detailed in the attached Exhibit "D".

114. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Guidelines, Jones Day maintains the following policies with respect to expenses for which reimbursement is sought herein:

- (a) No amortization of the cost of any investment, equipment, or capital outlay is included in the expenses. In addition, for those items or services that Jones Day purchased or contracted from a third party (such as outside copy services), Jones Day seeks reimbursement only for the exact amount billed to Jones Day by the third party vendor and paid by Jones Day to the third party vendor. This policy was consistent for the entire Fee Period.
- (b) Black and white photocopying by Jones Day was charged at 10 cents per page.¹³ Color photocopying by Jones Day was charged at 50 cents per page. To the extent practicable, Jones Day utilized less expensive outside copying services.¹⁴ These policies were implemented in Jones Day's Fourth through Tenth Interim Fee Applications.
- (c) Telecopying by Jones Day was charged to the Debtors at the cost of the long distance call required to send the facsimile. The firm did not impose any charge to the Debtors for local facsimiles, inbound facsimiles, interoffice facsimiles or facsimiles costing less than \$1.00. This policy was consistent for the entire Fee Period.
- (d) Meal charges incurred during travel charged to the Debtors for Jones Day personnel were limited to \$40 per person.¹⁵ This policy was implemented in Jones Day's Fourth through Tenth Interim Fee Applications.
- (e) Working meals and overtime meals for Jones Day personnel working past 8:00 p.m. were limited to \$20 per person.¹⁶ This policy was implemented in Jones Day's Fourth through Tenth Interim Fee Applications.

¹³ As disclosed and agreed to by the Fee Committee, in Jones Day's Fourth through Tenth Interim Fee Applications Jones Day charges the Debtors at cost for duplication charges for obtaining court records at the Tokyo District Court.

¹⁴ As disclosed in Jones Day's First through Third Interim Fee Applications, "Photocopying by Jones Day was charged at 20 cents per page. To the extent practicable, Jones Day utilized less expensive outside copying services."

¹⁵ Jones Day's First through Third Interim Fee Applications contained a similar provision, but did not expressly limit meals charged during travel to \$40 per person. Such meal expenses incurred during these interim periods were, however, "actual, necessary expenses" incurred by Jones Day.

¹⁶ Jones Day's First through Third Interim Fee Applications contained a similar provision, but did not expressly limit meals charged for professionals working past 8:00 p.m. to \$20 per person. Such meal expenses incurred during these interim periods were, however, "actual, necessary expenses" incurred by Jones Day.

- (f) Coach airfares charged to the Debtors for Jones Day personnel were associated with out of town travel, meetings with the Debtors or other parties in these chapter 11 cases. This policy was implemented in Jones Day's Fourth through Tenth Interim Fee Applications.¹⁷
- (g) Taxi fares for overtime travel home after 8:00 p.m. were limited to \$100. This policy was implemented in Jones Day's Fourth through Tenth Interim Fee Applications.¹⁸
- (h) Fees for hotel accommodation charged to the Debtors for Jones Day personnel were not in excess of \$500 per night.¹⁹
- (i) No staff overtime, word processing, proofreading charges or other "overhead" have been charged to the Debtors.²⁰

The Requested Compensation Should Be Allowed

115. Section 330 of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Section 330(a)(3)(A) further provides the following standards for the Court's review of a fee application:

¹⁷ Jones Day's First through Fourth Interim Fee Applications contained a similar provision, but did not expressly restrict airfare to coach airfare for Jones Day personnel traveling to out of town meetings with the Debtors or other parties in these chapter 11 cases. Such airfare expenses incurred during these interim periods were, however, "actual, necessary expenses" incurred by Jones Day.

¹⁸ Jones Day's First through Third Interim Fee Applications did not expressly limit taxi fares for overtime home travel after 8:00 p.m. to \$100, but sought reimbursement for such charges during these interim periods as "actual, necessary expenses" incurred by Jones Day.

¹⁹ Jones Day's First through Third Interim Fee Applications did not expressly limit fees for hotel accommodations charged to the Debtors for Jones Day personnel to \$500, but sought reimbursement for such charges during these interim periods as "actual, necessary expenses" incurred by Jones Day.

²⁰ Jones Day's First through Third Interim Fee Applications did not expressly restrict staff overtime, word processing, proofreading but instead acknowledged that "Jones Day has charged the Debtors for secretarial and other staff overtime expense that is directly associated with such after-hours work and is absolutely necessary. Jones Day does not consider these to be part of its ongoing overhead expenses because they are special incremental expenses arising from the specific services being provided to the Debtors."

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including--

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated the skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A)-(F).

116. Jones Day respectfully submits that it has satisfied the requirements for the allowance of the compensation and reimbursement of expenses sought herein. The services described above, at the time they were provided, were necessary and beneficial to the administration of the Debtors' chapter 11 cases. Jones Day's services were consistently performed in a timely manner, commensurate with the complexity of the issues facing the Debtors and the nature and importance of the problems, issues, and tasks. Furthermore, the compensation sought by Jones Day is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy. Accordingly, approval of the compensation sought herein is warranted.

Statements of Jones Day Pursuant to Bankruptcy Rule 2016(a)

117. Pursuant to the Interim Compensation Order, Jones Day has submitted the Monthly Statements to (a) the Debtors, (b) counsel to the Debtors, Weil, Gotshal & Manges, LLP, (c) counsel to Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, (d) the U.S. Trustee, (e) the Fee Committee, (f) counsel to the Fee Committee, and (g) BrownGreer PLC (collectively the "Notice Parties"), during the Fee Period with respect to the Debtors' chapter 11 cases, as set forth in the prior interim applications.

118. In total, Jones Day has submitted interim applications for fees of \$67,828,793.50 and expenses of \$2,012,873.79 during the Fee Period, and hereby seeks final approval of \$67,447,088.57 of such fees and \$1,884,333.43 in reimbursement of such expenses under this Application.²¹

119. Jones Day has received such payment from the Debtors relating to fees and expenses in the Monthly Statements on account of services provided during the Fee Period as described in paragraphs 16-18 above.

120. No agreement or understanding exists between Jones Day and any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of Jones Day.

²¹ As detailed above, the difference between the amounts sought in the prior interim applications and the amount sought herein represents (a) an additional \$36,932.50 of fees and \$4,726.16 of expenses that were not previously requested in a prior interim fee application as described in paragraphs 110-112 of the Application, and (b) fee and expense reductions of \$418,637.43 and \$133,266.52, respectively, relating to negotiations and, in some cases, stipulations with the Fee Committee concerning the First through Ninth Interim Periods.

121. Prior to the filing of this Application, Jones Day received no objections to any of the Monthly Statements provided under the Interim Compensation Order from the Debtors, the Fee Committee or anyone else.

Notice

122. Notice of this Application and its exhibits will be given to (a) the Debtors; (b) counsel to the Debtors; (c) the U.S. Trustee; (d) counsel to the Committee; (e) the Fee Committee and its counsel; and (f) as requested by the Fee Committee, BrownGreer PLC. Notice of this Application, without Exhibit B, Exhibit D, Exhibit F and Exhibit G, will be given to the Master Service List (as defined in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635]). Jones Day respectfully submits that no other or further notice is required.

WHEREFORE, Jones Day respectfully requests that the Court (a) enter an order allowing final approval of compensation of \$67,447,088.57 to Jones Day for professional services rendered as special counsel for the Debtors during the Fee Period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$1,884,333.43 in connection with Jones Day's services during the Fee Period; (b) authorize and direct the Debtors to pay to Jones Day \$4,101,912.10 of unpaid amounts; and (c) grant to Jones Day such other and further relief as the Court may deem proper.

Dated: July 5, 2012
New York, New York

/s/ Benjamin Rosenblum

Robert W. Gaffey

Brad B. Erens (*pro hac vice pending*)

Benjamin Rosenblum

JONES DAY

222 East 41st Street

New York, New York 10017-6702

Telephone: (212) 326 3939

Facsimile: (212) 755 7306

SPECIAL COUNSEL TO THE DEBTORS IN
POSSESSION